

**\$146,844,594**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2006-120**

**The Certificates**

We, the Federal National Mortgage Association (Fannie Mae), will issue the classes of certificates listed in the chart on this page.

**Payments to Certificateholders**

We will make monthly payments on the certificates. You, the investor, will receive

- interest accrued on the balance of your certificate (except in the case of the accrual classes), and
- principal to the extent available for payment on your class.

We will pay principal at rates that may vary from time to time. We may not pay principal to certain classes for long periods of time.

**The Fannie Mae Guaranty**

We will guarantee that required payments of principal and interest on the certificates are available for distribution to investors on time.

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS are first lien, single-family, fixed-rate loans.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
IO .....	1	\$17,939,515 (1)	NTL	6.50%	FIX/IO	31396LH60	December 2036
FD .....	1	75,000,000	TAC/AD	(2)	FLT	31396LH78	October 2036
QD .....	1	75,000,000 (1)	NTL	(3)	INV/IO	31396LH86	October 2036
ZT .....	1	2,439,385	SUP/AD	5.00	FIX/Z	31396LH94	October 2036
ZS .....	1	298,514	SEQ	5.00	FIX/Z	31396LJ27	December 2036
PF(4) ...	2	26,594,021	PAC	(3)	FLT	31396LJ35	December 2036
PO(4) ...	2	2,045,693	PAC	(5)	PO	31396LJ43	December 2036
PQ(4) ...	2	26,594,021 (1)	NTL	(3)	INV/IO	31396LJ50	December 2036
TF .....	2	10,000,000	TAC/AD	(3)	FLT	31396LJ68	December 2036
TQ .....	2	10,000,000 (1)	NTL	(3)	INV/IO	31396LJ76	December 2036
ZA .....	2	5,500,000	SUP	6.50	FIX/Z	31396LJ84	December 2035
GF .....	2	4,178,573	SUP	(3)	FLT	31396LJ92	December 2036
GQ .....	2	321,428	SUP	(3)	INV	31396LK25	December 2036
AT .....	3	20,000,000	SEQ/AD	5.65	FIX	31396LK33	April 2044
AI .....	3	1,166,666 (1)	NTL	6.00	FIX/IO	31396LK41	April 2044
Z .....	3	466,980	SEQ	6.00	FIX/Z	31396LK58	December 2046
R .....	0	0	NPR	0.00	NPR	31396LK66	December 2046
RL .....	0	0	NPR	0.00	NPR	31396LK74	December 2046

(1) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

(2) Based on LIBOR and subject to the limitations described in this prospectus supplement.

(3) Based on LIBOR.

(4) Exchangeable classes.

(5) Principal only classes.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The PX and PS Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2006.

**Carefully consider the risk factors starting on page S-10 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

You should read the REMIC prospectus as well as this prospectus supplement.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

The certificates are exempt from registration under the Securities Act of 1933 and are “exempted securities” under the Securities Exchange Act of 1934.

**Barclays Capital**

November 3, 2006

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## AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

You can obtain copies of the Disclosure Documents by writing or calling us at:

Fannie Mae  
MBS Helpline  
3900 Wisconsin Avenue, N.W., Area 2H-3S  
Washington, D.C. 20016  
(telephone 1-800-237-8627).

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

You also can obtain copies of the REMIC Prospectus and the MBS Prospectus by writing or calling the dealer at:

Barclays Capital Inc.  
Attn: MBS Syndication Operations  
200 Cedar Knolls Road  
Whippany, New Jersey 07981  
(telephone 973-576-3006).

## INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus described above. In addition, we are incorporating by reference the documents listed below. This means that we are disclosing information to you by referring you to these documents. These documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with these documents.

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the REMIC Prospectus, the MBS Prospectus and any applicable supplements or amendments.

We incorporate by reference the following documents we have filed, or may file, with the Securities and Exchange Commission (“SEC”):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (“Form 10-K”);
- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the Form 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and
- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

Any information incorporated by reference in this prospectus supplement is deemed to be modified or superseded for purposes of this prospectus supplement to the extent information contained or incorporated by reference in this prospectus supplement modifies or supersedes such information. In such case, the information will constitute a part of this prospectus supplement only as so modified or superseded.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can obtain copies of the periodic reports we file with the SEC without charge by calling or writing our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue, NW, Washington, DC 20016, telephone: (202) 752-7115. The periodic and current reports that we file with the SEC are also available on our Web site. Information appearing on our Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC's Web site at [www.sec.gov](http://www.sec.gov). We are providing the address of the SEC's Web site solely for the information of prospective investors. Information appearing on the SEC's Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

## **RECENT DEVELOPMENTS**

Our safety and soundness regulator, the Office of Federal Housing Enterprise Oversight ("OFHEO"), announced in July 2003 that it was conducting a special examination of our accounting policies and practices, and in September 2004 issued a preliminary report of its findings to date. OFHEO subsequently identified additional accounting and internal control issues in February 2005, and issued its Report of the Special Examination of Fannie Mae (the "OFHEO Report") on May 23, 2006.

On December 22, 2004, we reported that the Audit Committee of our Board of Directors (the "Board") had determined that our previously filed interim and audited financial statements and the independent auditor's reports thereon for the period from January 2001 through the second quarter of 2004 should no longer be relied upon because such financial statements were prepared using accounting principles that did not comply with U.S. generally accepted accounting principles ("GAAP"). We have subsequently initiated an extensive restatement and re-audit of our financial statements with our new independent auditor, Deloitte & Touche LLP. We anticipate that the impact of the restatement will be material to Fannie Mae's financial statements for many, if not all, of the periods involved.

Our Board and management have initiated numerous internal and external reviews of our accounting processes and controls, our financial reporting processes, and our application of GAAP. See "Risk Factors—There are numerous ongoing internal reviews and external investigations of Fannie Mae" in the MBS Prospectus. One of these external investigations was conducted by the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss"), under the direction of former U.S. Senator Warren Rudman. On February 23, 2006, the Paul Weiss report to the Special Committee of the Board was publicly released, and included numerous findings about Fannie Mae's accounting policies, practices and systems, compensation practices, corporate governance, and internal controls. On February 24, 2006, we filed a Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") that includes the Paul Weiss report.

The OFHEO Report presents OFHEO's findings about Fannie Mae's corporate culture, executive compensation programs, accounting policies and internal controls, internal and external auditors, senior management, and the Board. In conjunction with the release of the OFHEO Report, Fannie Mae entered into settlement agreements with both OFHEO and the SEC on May 23, 2006. The settlement agreements require Fannie Mae to pay civil penalties totaling \$400 million. In addition, the

settlement agreement with OFHEO requires Fannie Mae to undertake certain remedial actions within a specified time frame to address the recommendations contained in the OFHEO Report, including an undertaking by Fannie Mae not to increase its “mortgage portfolio” assets except as permitted by a plan to be submitted by Fannie Mae for approval by OFHEO. The settlement agreements constitute comprehensive settlements between Fannie Mae and both OFHEO and the SEC relating to the activities of Fannie Mae during the time period in question. Please refer to our Form 8-K filed with the SEC on May 30, 2006 for further information about the OFHEO Report and the settlement agreements. A complete copy of the OFHEO Report is available on OFHEO’s website at [www.ofheo.gov](http://www.ofheo.gov).

On July 20, 2006, the Federal Reserve Board implemented revisions to its payment systems risk policy requiring all government sponsored enterprises, including Fannie Mae, to fully fund their accounts with the Federal Reserve Banks before making payments to debt and mortgage-backed securities investors. Fannie Mae complied with this policy by entering into various funding agreements with market participants. In connection with this policy change, Fannie Mae also entered into a new fiscal agency agreement with the Federal Reserve Bank of New York. In addition, Fannie Mae, as trustee for its mortgage-backed securities, invests collections on mortgage loans underlying our mortgage-backed securities in highly rated financial instruments, which may include Fannie Mae’s senior debt securities or other debt securities if certain rating requirements are satisfied.

On August 24, 2006, we announced that we had been advised by the United States Attorney’s Office for the District of Columbia that it was discontinuing its investigation of Fannie Mae’s accounting policies and practices, and did not plan to file charges against Fannie Mae. Please refer to our Form 8-K filed with the SEC on August 24, 2006 for further information.

We have not filed Quarterly Reports on Form 10-Q for the third quarter of 2004, the first, second and third quarters of 2005, or the first, second and third quarters of 2006, nor have we filed our Annual Reports on Form 10-K for the years ended December 31, 2004 and December 31, 2005. As we most recently reported in the Current Report on Form 8-K filed with the SEC on November 8, 2006, we currently estimate that we will complete our financial restatement and file our Annual Report on Form 10-K for the year ended December 31, 2004 by the end of 2006. See “Risk Factors—There is a lack of financial information about us available in the market” in the MBS Prospectus.

Forms 8-K that we file with the SEC prior to the completion of the offering of the certificates are incorporated by reference in this prospectus supplement. This means that we are disclosing information to you by referring you to those documents. You should refer to “Incorporation by Reference” above for further details on the information that we incorporate by reference in this prospectus supplement and where to find it.

## REFERENCE SHEET

**This reference sheet is not a summary of the transaction and does not contain complete information about the certificates. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3.**

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS

### Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of November 1, 2006)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 MBS	\$25,912,633	360	348	11	6.870%
	\$51,825,266	360	347	10	6.870%
Group 2 MBS	\$ 9,241,546	360	350	8	6.900%
	\$39,398,169	360	349	9	6.900%
Group 3 MBS	\$20,466,980	480	478	2	6.687%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans will differ from the weighted averages shown above, perhaps significantly.

### Class Factors

The class factors are numbers that, when multiplied by the initial principal balance of a certificate, can be used to calculate the current principal balance of that certificate (after taking into account principal payments in the same month). We publish the class factors on or shortly after the 11th day of each month.

### Settlement Date

We expect to issue the certificates on November 30, 2006.

### Distribution Dates

We will make payments on the certificates on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

### Book-Entry and Physical Certificates

We will issue the book-entry certificates through the U.S. Federal Reserve Banks, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

We will issue the classes of certificates in the following forms:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes



## Exchanging Certificates Through Combination and Recombination

If you own certain certificates, you will be able to exchange them for a proportionate interest in the related RCR certificates as shown on Schedule 1. We will issue the RCR certificates upon such exchange. You can exchange your certificates by notifying us and paying an exchange fee. We use the principal and interest of the certificates exchanged to pay principal and interest on the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates.

## Interest Rates

During each interest accrual period, the fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During subsequent interest accrual periods, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FD (2)	5.62000% (2)	10.00000% (2)	0.30%	LIBOR + 30 basis points
QD	0.00000%	4.70000%	0.00%	4.7% – LIBOR
PF	5.57000%	7.00000%	0.25%	LIBOR + 25 basis points
PQ	1.43000%	6.75000%	0.00%	6.75% – LIBOR
TF	5.75000%	6.50000%	0.43%	LIBOR + 43 basis points
TQ	0.75000%	6.07000%	0.00%	6.07% – LIBOR
GF	5.77000%	7.00000%	0.45%	LIBOR + 45 basis points
GQ	15.99002%	85.15017%	0.00%	85.15017% – (13.000028 × LIBOR)
PS	18.59000%	87.75004%	0.00%	87.75004% – (13.00000587 × LIBOR)

(1) We will establish LIBOR on the basis of the “BBA Method.”

(2) The interest rate payable on the FD Class is subject to the limitations set forth under “Description of the Certificates—Distributions of Interest—*The FD Class*” in this prospectus supplement. In particular, we will guaranty that monthly interest accrued only up to an annual maximum rate of 5.00% will be available for distribution on the FD Class. Any interest accrued on the FD Class in excess of that rate will be paid solely from available proceeds, if any, under the corridor contract as described under “Description of the Certificates—The Corridor Contract” in this prospectus supplement.

We will apply interest payments from exchanged REMIC certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

## Notional Classes

A notional class will not receive any principal. Its notional principal balance is the balance used to calculate accrued interest. The notional principal balances will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
IO	23.0769228790% of the <i>sum</i> of the FD, ZT and ZS Classes
QD	100% of the FD Class
PQ	100% of the PF Class
TQ	100% of the TF Class
AI	5.8333333333% of the AT Class

## **Distributions of Principal**

### *Group 1 Principal Distribution Amount*

#### *ZS Accrual Amount*

1. To the FD Class to its Targeted Balance.
2. To the ZT Class to zero.
3. To the FD Class to zero.
4. Thereafter to the ZS Class.

#### *ZT Accrual Amount*

To the FD Class to its Targeted Balance, and thereafter to the ZT Class.

### *Group 1 Cash Flow Distribution Amount*

1. To the FD Class to its Targeted Balance.
2. To the ZT Class to zero.
3. To the FD Class to zero.
4. To the ZS Class to zero.

### *Group 2 Principal Distribution Amount*

#### *ZA Accrual Amount*

To the TF Class to its Targeted Balance, and thereafter to the ZA Class.

### *Group 2 Cash Flow Distribution Amount*

1. To the Aggregate Group to its Planned Balance.
2. To the TF Class to its Targeted Balance.
3. To the ZA Class to zero.
4. To the GF and GQ Classes, pro rata, to zero.
5. To the TF Class to zero.
6. To the Aggregate Group to zero.

For a description of the Aggregate Group, see “Description of the Certificates—Distributions of Principal—*Group 2 Principal Distribution Amount*” in this prospectus supplement.

### *Group 3 Principal Distribution Amount*

To the AT and Z Classes, in that order, to zero.

We will apply principal payments from exchanged REMIC certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.



# **Weighted Average Lives (years) \***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>750%</u>	<u>900%</u>
IO .....	21.1	10.9	6.0	3.6	2.2	1.8
FD and QD .....	19.4	9.4	5.1	3.6	2.2	1.8
ZT .....	29.1	25.0	17.7	0.3	0.2	0.1
ZS .....	29.9	28.4	25.0	17.5	10.5	8.5

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
PF, PO, PQ, PX and PS ...	16.5	5.6	5.0	5.0	5.0	5.0	3.5	2.9
TF and TQ .....	9.4	8.5	7.4	6.0	5.1	3.0	1.7	1.4
ZA .....	27.0	17.6	15.7	14.5	0.9	0.8	0.5	0.4
GF and GQ .....	29.5	26.1	24.7	23.8	2.1	1.7	1.1	0.9

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>339%</u>	<u>500%</u>	<u>550%</u>	<u>700%</u>
AT and AI .....	26.8	11.4	5.2	4.7	3.5	3.2	2.7
Z .....	38.7	32.9	19.4	17.7	12.6	11.5	9.1

\* Determined as specified under “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement.

## ADDITIONAL RISK FACTORS

*The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans.* The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the related MBS, including prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

- at any of the prepayment rates we assumed in this prospectus supplement, or
- at any constant prepayment rate until maturity.

*Yields may be lower than expected due to unexpected rate of principal payments.* The actual yield on your certificates probably will be lower than you expect:

- if you buy your certificates at a premium and principal payments are faster than you expect, or
- if you buy your certificates at a discount and principal payments are slower than you expect.

Furthermore, in the case of interest only certificates and certificates purchased at a premium, you could lose money on your investment if prepayments occur at a rapid rate.

*Limitation affecting our guaranty of interest on the FD Class may adversely affect its yield.* Our guaranty of monthly interest in respect of the FD Class is limited to interest accrued at an annual maximum rate of 5.00%. Any monthly interest accrued on the FD Class in excess of 5.00% (the interest carryover amount) will be paid to the related certificateholders on the current distribution date solely from proceeds, if any, received under a corridor contract. We cannot assure you that available proceeds from the corridor contract will be adequate to cover the FD Class interest carryover amount. **Our guaranty does not cover any FD Class interest carryover amounts or any failure of the corridor**

**contract provider to make payments to the trust as required under the corridor contract.**

*Hurricanes in the Gulf Coast region may present risk of increased mortgage loan prepayments.* In August and September 2005, Hurricane Katrina and Hurricane Rita resulted in catastrophic damage to the Gulf Coast of the United States, including portions of coastal and inland Alabama, Florida, Louisiana, Mississippi and Texas. Hundreds of thousands of people were displaced and interruptions in the regional economy remain significant. A prolonged economic downturn in the Gulf Coast region could lead to increased borrower defaults on mortgage loans in the affected areas, in turn resulting in early payments of principal of the certificates backed by those mortgage loans. Additionally, casualty losses on mortgage properties with hurricane or flood damage may result in early payments of principal of the related certificates.

**You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.**

*Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans.* We have assumed that the mortgage loans underlying the MBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

*Level of floating rate index affects yields on certain certificates.* The yield on any floating rate, inverse floating rate or toggle certificate will be affected by the level of its interest rate index. If the level of the index differs from the level you expect, then your actual yield may be lower than you expect.

*Delay classes have lower yields and market values.* Since certain classes do not receive interest immediately following each interest accrual period, those classes have lower yields and lower market values than they would if there were no such delay.

*Reinvestment of certificate payments may not achieve same yields as certificates.* The rate of principal payments of the certificates is uncertain. You may be unable to reinvest the payments on the certificates at the same yields provided by the certificates.

*Unpredictable timing of last payment affects yields on certificates.* The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribution date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

*Some investors may be unable to buy certain classes.* Investors whose investment activities are subject to legal investment laws and regulations, or to review by regulatory authorities, may be unable to buy certain certificates. You should obtain legal advice to determine whether you may purchase the certificates.

*Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate.* We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your

certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

*Terrorist activities and related military and political actions by the U.S. government could cause reductions in investor confidence and substantial market volatility in real estate and securities markets.* It is impossible to predict the extent to which terrorist activities may occur or, if they do occur, the extent of the effect on the certificates. Moreover, it is uncertain what effects any past or future terrorist activities or any related military or political actions on the part of the United States government and others will have on the United States and world financial markets, local, regional and national economies, real estate markets across the United States, or particular business sectors, including those affecting the performance of mortgage loan borrowers. Among other things, reduced investor confidence could result in substantial volatility in securities markets and a decline in real estate-related investments. In addition, defaults on the mortgage loans could increase, causing early payments of principal to you and, regardless of the performance of the underlying mortgage loans, the liquidity and market value of the certificates may be impaired.

## DESCRIPTION OF THE CERTIFICATES

The material under this heading summarizes certain features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of September 1, 2006 and a supplement thereto dated as of November 1, 2006 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the

“RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of September 1, 2006 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS” and “Group 3 MBS” and, together, the “MBS”).

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family (“single-family”), fixed-rate residential mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

We will designate portions of the Trust (the “Upper Tier REMIC” and the “Lower Tier REMIC”) as “real estate mortgage investment conduits” (each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). The Corridor Contract (described below under “—The Corridor Contract”) will not be included in either REMIC.

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Upper Tier REMIC. In addition, however, the FD Class also will represent the right to receive certain payments under the Corridor Contract.
- The R Class will be the “residual interest” in the Upper Tier REMIC.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Upper Tier REMIC will consist of the Lower Tier Regular Interests.

The assets of the Lower Tier REMIC will consist of the MBS.

*Fannie Mae Guaranty.* We guarantee that the following amounts will be available for distribution to Certificateholders:

- required installments of principal and interest on the Certificates on time, and
- the principal balance of each Class of Certificates no later than its Final Distribution Date, whether or not we have received sufficient payments on the MBS.

In addition, we guarantee that the following amounts will be available for distribution to each holder of an MBS:

- scheduled installments of principal and interest on the underlying Mortgage Loans on time, whether or not the related borrowers pay us, and
- the full principal balance of any foreclosed Mortgage Loan, whether or not we recover it.

Our guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus.

**Our guaranty will not cover any FD Class Interest Carryover Amounts. Investors will be entitled to receive FD Class Interest Carryover Amounts only to the extent described below under the heading “—Distributions of Interest—The FD Class.” Furthermore, our guaranty will not cover any amounts due under the Corridor Contract that are not received by the Trust.**

*Characteristics of Certificates.* We will issue the Certificates (except the R and RL Classes) in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.” A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association (“US Bank”) in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

The Holder of the R Class will receive the proceeds of any remaining assets of the Upper Tier REMIC, and the Holder of the RL Class will receive the proceeds of any remaining assets of the Lower Tier REMIC, in each case only by presenting and surrendering the related Certificate at the office of the Paying Agent. US Bank will be the initial Paying Agent.

*Authorized Denominations.* We will issue the Certificates in the following denominations:

<u>Classes</u>	<u>Denominations</u>
The Inverse Floating Rate, Interest Only and Principal Only Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

We will issue the R and RL Classes as single Certificates with no principal balances.

*Distribution Dates.* We will make monthly payments on the Certificates on the 25th day of each month (or, if the 25th is not a business day, on the first business day after the 25th). We refer to each of these dates as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

*Record Date.* On each Distribution Date, we will make each monthly payment on the Certificates to Holders of record on the last day of the preceding month.

*Class Factors.* On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of the Accrual Classes).

*No Optional Termination.* We have no option to effect an early termination of the Trust. Further, we will not repurchase the Mortgage Loans underlying any MBS in a “clean-up call.” See “Description of the Certificates—Termination” in the MBS Prospectus.

## **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the PF, PO and PQ Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.



Holders of RCR Certificates will be the beneficial owners of a proportionate interest in the related REMIC Certificates and will receive a proportionate share of the distributions on the related REMIC Certificates.

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (or notional principal balances) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates may be exchanged only in the proportions shown on Schedule 1.

*Procedures.* If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder’s notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

In connection with each exchange, the Holder must pay us a fee equal to  $1/32$  of 1% of the outstanding principal balance (exclusive of any notional principal balance) of the Certificates to be exchanged. In no event, however, will our fee be less than \$2,000.

We will make the first distribution on a REMIC Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make that distribution to the Holder of record as of the close of business on the last day of the month of the exchange.

*Additional Considerations.* The characteristics of RCR Certificates will reflect the characteristics of the REMIC Certificates used to form those RCR Certificates. You should also consider a number of factors that will limit a Certificateholder’s ability to exchange REMIC Certificates for RCR Certificates or vice versa:

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

## **The MBS**

The following table contains certain information about the MBS. The MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. The Mortgage Loans have original maturities of



up to 30 years in the case of the Group 1 and Group 2 MBS, and up to 40 years in the case of the Group 3 MBS. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

We expect the characteristics of the MBS and the related Mortgage Loans as of the Issue Date to be as follows:

**Group 1 MBS**

Aggregate Unpaid Principal Balance .....	\$77,737,899
MBS Pass-Through Rate .....	6.50%
Range of WACs (annual percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	347 months
Approximate Weighted Average WALA (weighted average loan age) .....	10 months

**Group 2 MBS**

Aggregate Unpaid Principal Balance .....	\$48,639,715
MBS Pass-Through Rate .....	6.50%
Range of WACs (annual percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	349 months
Approximate Weighted Average WALA .....	9 months

**Group 3 MBS**

Aggregate Unpaid Principal Balance .....	\$20,466,980
MBS Pass-Through Rate .....	6.00%
Range of WACs (annual percentages) .....	6.25% to 8.50%
Range of WAMs .....	361 months to 480 months
Approximate Weighted Average WAM .....	478 months
Approximate Weighted Average WALA .....	2 months

**Final Data Statement**

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

**Distributions of Interest**

*Categories of Classes*

For the purpose of interest payments, the Classes will be categorized as follows:

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Fixed Rate	IO, ZT and ZS
Floating Rate	FD
Inverse Floating Rate	QD
Accrual	ZT and ZS
Interest Only	IO and QD

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 2 Classes</b>	
Fixed Rate	ZA
Floating Rate	PF, TF and GF
Inverse Floating Rate	PQ, TQ and GQ
Accrual	ZA
Interest Only	PQ and TQ
Principal Only	PO
RCR**	PX and PS
<b>Group 3 Classes</b>	
Fixed Rate	AT, AI and Z
Accrual	Z
Interest Only	AI
<b>No Payment Residual</b>	R and RL

\* See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

\*\* See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

*General.* We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—Accrual Classes” below.

We will apply interest payments from exchanged REMIC Certificates to the corresponding RCR Certificates, on a pro rata basis, following any exchange.

*Interest Accrual Periods.* Interest to be paid on each Distribution Date will accrue on the Certificates during the applicable one-month periods set forth below (each, an “Interest Accrual Period”).

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes other than the AT Class (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes and the AT Class (collectively, the “No-Delay Classes”)	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

See “Additional Risk Factors—*Delay classes have lower yields and market values*” in this prospectus supplement.

The dealer will treat the PO Class as a No-Delay Class for the sole purpose of facilitating trading.

*Accrual Classes.* The ZT, ZS, ZA and Z Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover or described in this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their respective principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

*Notional Classes.* The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at their applicable interest rates. The notional principal balances of the Notional Classes will be calculated as specified under “Reference Sheet—Notional Classes” in this prospectus supplement.

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

*The FD Class.* On each Distribution Date, we will pay interest on the FD Class in an amount (the “FD Class Guaranteed Interest Amount”) equal to one month’s interest at an annual rate equal to the *lesser* of

- the *sum* of LIBOR *plus* 30 basis points, and
- 5.00%.

In addition, on each Distribution Date, we will pay to the FD Class the FD Class Interest Carryover Amount (defined below), if any, for that Distribution Date from proceeds received in respect of the Corridor Contract described below under “—The Corridor Contract.”

The “FD Class Interest Carryover Amount” means, with respect to any Distribution Date, the *sum* of

- the *excess*, if any, of the FD Class Optimal Interest Amount (defined below) for that Distribution Date *over* the FD Class Guaranteed Interest Amount for that Distribution Date
- plus*
- the unpaid portion of any such excess from prior Distribution Dates (and interest thereon at the then current interest rate used to calculate the FD Class Optimal Interest Amount).

The “FD Class Optimal Interest Amount” for any Distribution Date will be equal to one month’s interest at an annual rate equal to the *lesser* of

- the *sum* of LIBOR *plus* 30 basis points, and
- 10.00%

Because the Corridor Contract Notional Balance (defined below) is fixed based on a schedule, while the balance of the FD Class depends on the rate of prepayments on the related Mortgage Loans, the Corridor Contract Notional Balance at any time may be less than the outstanding balance of the FD Class. In that event, the amount payable under the Corridor Contract will not be sufficient to cover the FD Class Interest Carryover Amount. Fannie Mae does not expect any amounts to be available under the Corridor Contract to pay FD Class Interest Carryover Amounts from prior periods.

Changes in the specified interest rate index (“Index”) will affect the yield with respect to the FD Class. These changes may not correspond to changes in mortgage interest rates. Lower mortgage interest rates could occur while an increase in the level of the Index occurs. Similarly, higher mortgage interest rates could occur while a decrease in the level of the Index occurs.

Our establishment of each Index value and our determination of the interest rate for the FD Class for the related Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

*Additional Floating Rate and Inverse Floating Rate Classes.* During each Interest Accrual Period, the Floating Rate and Inverse Floating Rate Classes other than the FD Class will bear interest at rates determined as described under “Reference Sheet—Interest Rates” in this prospectus supplement.

Changes in the specified interest rate index (the “Index”) will affect the yields with respect to the related Classes. These changes may not correspond to changes in mortgage interest rates. Lower mortgage interest rates could occur while an increase in the level of the Index occurs. Similarly, higher mortgage interest rates could occur while a decrease in the level of the Index occurs.

Our establishment of each Index value and our determination of the interest rate for each applicable Class for the related Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

## Calculation of LIBOR

On each Index Determination Date, we will calculate LIBOR for the related Interest Accrual Period. We will calculate LIBOR on the basis of the “BBA Method,” as described in the REMIC Prospectus under “Description of Certificates—Indexes for Floating Rate Classes and Inverse Floating Rate Classes—*LIBOR*.”

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 5.32%.

## Distributions of Principal

### *Categories of Classes*

For the purpose of principal payments, the Classes fall into the following categories:

<u>Principal Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
TAC	FD
Support	ZT
Sequential Pay	ZS
Accretion Directed	FD and ZT
Notional	IO and QD
<b>Group 2 Classes</b>	
PAC	PF and PO
TAC	TF
Support	ZA, GF and GQ
Accretion Directed	TF
Notional	PQ and TQ
RCR**	PX and PS
<b>Group 3 Classes</b>	
Sequential Pay	AT and Z
Accretion Directed	AT
Notional	AI
<b>No Payment Residual</b>	R and RL

\* See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

\*\* See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

### *Principal Distribution Amount*

On the Distribution Date in each month, we will pay principal on the Certificates in an aggregate amount (the “Principal Distribution Amount”) equal to the sum of

- the principal then paid on the Group 1 MBS (the “Group 1 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the ZS and ZT Classes

(the “ZS Accrual Amount” and “ZT Accrual Amount,” respectively, and together with the Group 1 Cash Flow Distribution Amount, the “Group 1 Principal Distribution Amount”),

- the principal then paid on the Group 2 MBS (the “Group 2 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the ZA Class (the “ZA Accrual Amount,” and together with the Group 2 Cash Flow Distribution Amount, the “Group 2 Principal Distribution Amount”), and
- the principal then paid on the Group 3 MBS plus any interest then accrued and added to the principal balance of the Z Class (the “Group 3 Principal Distribution Amount”).

#### *Group 1 Principal Distribution Amount*

##### *ZS Accrual Amount*

On each Distribution Date, we will pay the ZS Accrual Amount as principal of the Classes specified below in the following priority:

- |   |             |                              |
|---|-------------|------------------------------|
| (i) to the FD Class, until its principal balance is reduced to its Targeted Balance for that Distribution Date;       | } TAC Class | } Accretion Directed Classes |
| (ii) to the ZT Class, until its principal balance is reduced to zero;   |             |                              |
| (iii) to the FD Class, without regard to its Targeted Balance and until its principal balance is reduced to zero; and | } TAC Class |                              |
| (iv) thereafter to the ZS Class.  |             | } Accrual Class              |

##### *ZT Accrual Amount*

On each Distribution Date, we will pay the ZT Accrual Amount as principal of the FD Class, until its principal balance is reduced to its Targeted Balance for that Distribution Date. Thereafter, we will pay the ZT Accrual Amount as principal of the ZT Class.

#### *Group 1 Cash Flow Distribution Amount*

On each Distribution Date, we will pay the Group 1 Cash Flow Distribution Amount, as principal of the Group 1 Classes in the following priority:

- |   |             |
|---|-------------|
| (i) to the FD Class, until its principal balance is reduced to its Targeted Balance for that Distribution Date;       | } TAC Class |
| (ii) to the ZT Class, until its principal balance is reduced to zero;   |             |
| (iii) to the FD Class, without regard to its Targeted Balance and until its principal balance is reduced to zero; and | } TAC Class |
| (iv) to the ZS Class, until its principal balance is reduced to zero.   |             |

### *Group 2 Principal Distribution Amount*

#### *ZA Accrual Amount*

On each Distribution Date, we will pay the ZA Accrual Amount as principal of the TF Class, until its principal balance is reduced to its Targeted Balance for that Distribution Date. Thereafter, we will pay the ZA Accrual Amount as principal of the ZA Class.

Accretion  
Directed/TAC  
Class and  
Accrual  
Class

#### *Group 2 Cash Flow Distribution Amount*

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount as principal of the Group 2 Classes in the following priority:

- (i) to the Aggregate Group (described below), until the Aggregate Balance (described below) is reduced to its Planned Balance for that Distribution Date;
- (ii) to the TF Class, until its principal balance is reduced to its Targeted Balance for that Distribution Date;
- (iii) to the ZA Class, until principal balance is reduced to zero;
- (iv) concurrently, to the GF and GQ Classes, pro rata (or 92.8571571429% and 7.1428428571%, respectively), until their principal balances are reduced to zero;
- (v) to the TF Class, without regard to its Targeted Balance and until its principal balance is reduced to zero; and
- (vi) to the Aggregate Group, without regard to its Planned Balance and until the Aggregate Balance is reduced to zero.

PAC Group

TAC Class

Support  
Classes

TAC Class

PAC Group

The “Aggregate Group” consists of the PF and PO Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group, concurrently, to the PF and PO Classes, pro rata (or 92.8571458500% and 7.1428541500%, respectively), until their principal balances are reduced to zero.

The “Aggregate Balance” is equal to the aggregate principal balance of the Classes in the Aggregate Group.

### *Group 3 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount, sequentially, as principal of the AT and Z Classes, in that order, until their principal balances are reduced to zero.

Sequential  
Pay Classes

We will apply principal payments from exchanged REMIC Certificates to the corresponding RCR Certificates, on a pro rata basis, following any exchange.

### **The Corridor Contract**

The Dealer has entered into a corridor contract (the “Corridor Contract”) with Barclays Bank PLC (the “Counterparty”). As of the date of this prospectus supplement, the Counterparty is rated “AA” by Standard & Poor’s, a division of The McGraw-Hill Companies, Inc., and “Aa1” by Moody’s Investors Service, Inc. Pursuant to the Corridor Contract, the terms of an ISDA Master Agreement were incorporated into the related confirmation as if the ISDA Master Agreement had been executed by the Dealer and the Counterparty on the date the Corridor Contract was executed. On the Settlement Date specified above under “Reference Sheet” in this prospectus supplement, the Dealer



will assign to the Trustee, on behalf of the Trust, the Dealer's rights under the Corridor Contract. The Corridor Contract will not be an asset of either REMIC created under the Trust Agreement.

The Corridor Contract is scheduled to remain in effect until the Distribution Date in September 2021 (the "Termination Date"). The Corridor Contract will be subject to early termination only in limited circumstances. Such circumstances generally include certain insolvency or bankruptcy events in relation to the Counterparty or the Trust, the failure by the Counterparty (three business days after notice of such failure is received by the Counterparty) to make a payment due under the Corridor Contract, the failure by the Counterparty (30 days after notice of such failure is received) to perform any other agreement made by it under the Corridor Contract, and the Corridor Contract becoming illegal or subject to certain kinds of taxation.

On or prior to the Termination Date proceeds (if any) received by the Trustee under the Corridor Contract will be applied as payments to Holders of the FD Class as described above under "—Distributions of Interest—*The FD Class.*" On any Distribution Date, after such application of any proceeds received under the Corridor Contract, any remaining proceeds also will be paid to Holders of the FD Class. We do not expect that material remaining proceeds under the Corridor Contract will be available for payments to the FD Class.

With respect to any Distribution Date on or prior to the Termination Date, the amount payable by the Counterparty under the Corridor Contract will equal

- the *excess* (if any) of
  - (x) the lesser of (i) LIBOR (as determined by the Counterparty) and (ii) 9.70%  
*over*
  - (y) 4.70%

*multiplied by*

- the *lesser* of (i) the Corridor Contract Notional Balance for that Distribution Date and (ii) the principal balance of the FD Class immediately prior to that Distribution Date

*multiplied by*

- a fraction, the numerator of which is 30 and the denominator of which is 360.

The "Corridor Contract Notional Balance" for each Distribution Date is specified in the following table:

<b>Month of Distribution Date</b>	<b>Corridor Contract Notional Balance (\$)</b>	<b>Month of Distribution Date</b>	<b>Corridor Contract Notional Balance (\$)</b>
December 2006 .....	75,000,000.00	December 2007 .....	75,000,000.00
January 2007 .....	75,000,000.00	January 2008 .....	75,000,000.00
February 2007 .....	75,000,000.00	February 2008 .....	75,000,000.00
March 2007.....	75,000,000.00	March 2008.....	75,000,000.00
April 2007 .....	75,000,000.00	April 2008 .....	75,000,000.00
May 2007 .....	75,000,000.00	May 2008 .....	75,000,000.00
June 2007 .....	75,000,000.00	June 2008 .....	75,000,000.00
July 2007.....	75,000,000.00	July 2008.....	75,000,000.00
August 2007 .....	75,000,000.00	August 2008 .....	75,000,000.00
September 2007.....	75,000,000.00	September 2008.....	75,000,000.00
October 2007 .....	75,000,000.00	October 2008 .....	75,000,000.00
November 2007 .....	75,000,000.00	November 2008 .....	75,000,000.00

<b>Month of Distribution Date</b>	<b>Corridor Contract Notional Balance (\$)</b>
December 2008 .....	75,000,000.00
January 2009 .....	46,581,674.27
February 2009 .....	45,316,563.59
March 2009.....	44,085,161.86
April 2009 .....	42,886,575.97
May 2009 .....	41,719,936.36
June 2009 .....	40,584,396.37
July 2009.....	39,479,131.67
August 2009 .....	38,403,339.62
September 2009 .....	37,356,238.78
October 2009 .....	36,337,068.28
November 2009 .....	35,345,087.33
December 2009 .....	34,379,574.66
January 2010 .....	33,439,828.02
February 2010 .....	32,525,163.70
March 2010.....	31,634,915.98
April 2010 .....	30,768,436.76
May 2010 .....	29,925,095.00
June 2010 .....	29,104,276.31
July 2010.....	28,305,382.54
August 2010 .....	27,527,831.29
September 2010 .....	26,771,055.56
October 2010 .....	26,034,503.32
November 2010 .....	25,317,637.09
December 2010 .....	24,619,933.61
January 2011 .....	23,940,883.41
February 2011 .....	23,279,990.49
March 2011.....	22,636,771.97
April 2011 .....	22,010,757.69
May 2011 .....	21,401,489.94
June 2011 .....	20,808,523.09
July 2011.....	20,231,423.30
August 2011 .....	19,669,768.18
September 2011 .....	19,123,146.52
October 2011 .....	18,591,157.97
November 2011 .....	18,073,412.78
December 2011 .....	17,569,531.49
January 2012 .....	17,079,144.70
February 2012 .....	16,601,892.75
March 2012.....	16,137,425.51
April 2012 .....	15,685,402.13
May 2012 .....	15,245,490.76
June 2012 .....	14,817,368.33
July 2012.....	14,400,720.33
August 2012 .....	13,995,240.59
September 2012 .....	13,600,631.01
October 2012 .....	13,216,601.42
November 2012 .....	12,842,869.31
December 2012 .....	12,479,159.67

<b>Month of Distribution Date</b>	<b>Corridor Contract Notional Balance (\$)</b>
January 2013 .....	12,125,204.77
February 2013 .....	11,780,743.97
March 2013.....	11,445,523.54
April 2013 .....	11,119,296.47
May 2013 .....	10,801,822.31
June 2013 .....	10,492,866.97
July 2013.....	10,192,202.57
August 2013 .....	9,899,607.28
September 2013 .....	9,614,865.15
October 2013 .....	9,337,765.96
November 2013 .....	9,068,105.06
December 2013 .....	8,805,683.23
January 2014 .....	8,550,306.56
February 2014 .....	8,301,786.25
March 2014.....	8,059,938.54
April 2014 .....	7,824,584.54
May 2014 .....	7,595,550.11
June 2014 .....	7,372,665.74
July 2014.....	7,155,766.41
August 2014 .....	6,944,691.50
September 2014 .....	6,739,284.64
October 2014 .....	6,539,393.64
November 2014 .....	6,344,870.34
December 2014 .....	6,155,570.51
January 2015 .....	5,971,353.77
February 2015 .....	5,792,083.48
March 2015.....	5,617,626.60
April 2015 .....	5,447,853.67
May 2015 .....	5,282,638.65
June 2015 .....	5,121,858.87
July 2015.....	4,965,394.90
August 2015 .....	4,813,130.51
September 2015 .....	4,664,952.57
October 2015 .....	4,520,750.93
November 2015 .....	4,380,418.42
December 2015 .....	4,243,850.69
January 2016 .....	4,110,946.18
February 2016 .....	3,981,606.04
March 2016.....	3,855,734.05
April 2016 .....	3,733,236.56
May 2016 .....	3,614,022.41
June 2016 .....	3,498,002.88
July 2016.....	3,385,091.60
August 2016 .....	3,275,204.53
September 2016 .....	3,168,259.84
October 2016 .....	3,064,177.92
November 2016 .....	2,962,881.25
December 2016 .....	2,864,294.41
January 2017 .....	2,768,343.97

Month of Distribution Date	Corridor Contract Notional Balance (\$)	Month of Distribution Date	Corridor Contract Notional Balance (\$)
February 2017 .....	2,674,958.48	July 2019 .....	820,864.00
March 2017 .....	2,584,068.38	August 2019 .....	779,084.95
April 2017 .....	2,495,605.97	September 2019 .....	738,392.93
May 2017 .....	2,409,505.39	October 2019 .....	698,757.97
June 2017 .....	2,325,702.50	November 2019 .....	660,150.92
July 2017 .....	2,244,134.89	December 2019 .....	622,543.41
August 2017 .....	2,164,741.83	January 2020 .....	585,907.81
September 2017 .....	2,087,464.20	February 2020 .....	550,217.25
October 2017 .....	2,012,244.47	March 2020 .....	515,445.61
November 2017 .....	1,939,026.63	April 2020 .....	481,567.42
December 2017 .....	1,867,756.20	May 2020 .....	448,557.93
January 2018 .....	1,798,380.13	June 2020 .....	416,393.06
February 2018 .....	1,730,846.80	July 2020 .....	385,049.35
March 2018 .....	1,665,105.99	August 2020 .....	354,504.01
April 2018 .....	1,601,108.79	September 2020 .....	324,734.82
May 2018 .....	1,538,807.63	October 2020 .....	295,720.20
June 2018 .....	1,478,156.20	November 2020 .....	267,439.13
July 2018 .....	1,419,109.43	December 2020 .....	239,871.15
August 2018 .....	1,361,623.46	January 2021 .....	212,996.38
September 2018 .....	1,305,655.61	February 2021 .....	186,795.44
October 2018 .....	1,251,164.35	March 2021 .....	161,249.51
November 2018 .....	1,198,109.25	April 2021 .....	136,340.24
December 2018 .....	1,146,450.96	May 2021 .....	112,049.81
January 2019 .....	1,096,151.21	June 2021 .....	88,360.86
February 2019 .....	1,047,172.73	July 2021 .....	65,256.50
March 2019 .....	999,479.27	August 2021 .....	42,720.31
April 2019 .....	953,035.55	September 2021 .....	20,736.30
May 2019 .....	907,807.22	October 2021 .....	0.00
June 2019 .....	863,760.88		

If the Corridor Contract is terminated early, the Counterparty may owe a termination payment to the Trustee, payable in a lump sum. Fannie Mae does not intend to obtain a replacement corridor contract if the Corridor Contract is terminated early. Any such termination payment will be paid to the FD Class on the Distribution Date following the Trustee's receipt thereof.

The FD Class Certificates do not represent an obligation of the Counterparty. The Holders of the FD Class Certificates are not parties to the Corridor Contract and will not have any right to proceed directly against the Counterparty in respect of its obligations under the Corridor Contract. **The Fannie Mae guaranty will not cover any failure of the Trust to receive payments due under the Corridor Contract.**

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the sale of the Certificates is November 30, 2006; and
- each Distribution Date occurs on the 25th day of a month.

*Prepayment Assumptions.* Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

*Structuring Range and Rates.* The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges or at the applicable PSA rates set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Classes and Group (1)</u>	<u>Structuring Range and Rates</u>
Targeted Balances	FD Class	250% PSA
Planned Balance	Aggregate Group	Between 128% and 429% PSA
Targeted Balance	TF Class	145% PSA

(1) The Structuring Range for the Aggregate Group is associated with the Aggregate Balance but not with the individual balances of the related Classes.

**We cannot assure you that the balance of any Class or Group listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of any Class or Group listed above will begin or end on the Distribution Dates specified in the Principal Balance Schedules.** We will distribute any excess of principal payments over the amount needed to reduce a Class or Group to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Class or Group to its scheduled balance will not be improved by the averaging of high and low principal payments from month to month. In addition, even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Range, principal distributions may be insufficient to reduce the applicable Group to its scheduled balances if the prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Classes and Group specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Ranges or at the applicable rates specified above.

*Initial Effective Range.* The Effective Range for a Group is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that Group to its scheduled balance on each

Distribution Date. The Initial Effective Range shown in the table below is based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Group</u>	<u>Initial Effective Range</u>
Aggregate Group	Between 128% and 429% PSA

The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the Group might not be reduced to its scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at a rate falling within the actual Effective Range, principal distributions may be insufficient to reduce the applicable Group to its scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

The stability in principal payment of the Classes specified below will be supported by the corresponding supporting Classes as indicated in the following table:

<u>Classes</u>	<u>Supporting Classes</u>
<b>Group 2</b>	
PAC	TAC and Support

When the supporting Classes are retired, the Classes they support, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

## Yield Tables

*General.* The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. We calculated the yields set forth in the tables by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase prices of those Classes, and
- converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations in the interest rates at which you could reinvest distributions on the Certificates. Accordingly, these calculations do not illustrate the return on any investment in the Certificates when reinvestment rates are taken into account.

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or
- the aggregate purchase prices of the applicable Certificates will be as assumed.

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant PSA rate until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

***The Fixed Rate Interest Only Classes.*** The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
IO .....	433% PSA
AI .....	619% PSA

**For either Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the applicable Class would lose money on their initial investments.**

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the Fixed Rate Interest Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IO .....	23.50000%
AI .....	17.15625%

\* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

#### **Sensitivity of the IO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>750%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	24.0%	21.0%	11.8%	(1.1)%	(22.3)%	(33.8)%

#### **Sensitivity of the AI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>339%</u>	<u>500%</u>	<u>550%</u>	<u>700%</u>
Pre-Tax Yields to Maturity .....	33.1%	30.5%	19.3%	17.1%	7.4%	4.3%	(5.1)%

***The Inverse Floating Rate Classes.*** The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary



considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the QD, PQ, TQ and PS Classes would lose money on their initial investments under certain Index and prepayment scenarios.

Changes in the Index may not correspond to changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur while the level of the Index increased.

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
QD .....	0.75000%
PQ .....	6.03125%
TQ .....	2.31250%
GQ .....	99.75000%
PS .....	158.90625%

\* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

#### Sensitivity of the QD Class to Prepayments and LIBOR (Pre-Tax Yields to Maturity)

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>750%</u>	<u>900%</u>
1.32% .....	760.4%	754.2%	735.2%	729.0%	698.4%	679.2%
3.32% .....	227.3%	223.6%	212.2%	204.3%	181.7%	169.2%
4.70% and above ..	*	*	*	*	*	*

\* The pre-tax yield to maturity would be less than (99.9)%.

#### Sensitivity of the PQ Class to Prepayments and LIBOR (Pre-Tax Yields to Maturity)

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
1.32% .....	95.3%	89.8%	86.7%	86.7%	86.7%	86.7%	82.4%	76.8%
3.32% .....	54.5%	48.6%	45.3%	45.3%	45.3%	45.3%	38.4%	31.1%
5.32% .....	15.4%	8.0%	4.7%	4.7%	4.7%	4.7%	(6.7)%	(16.3)%
6.75% .....	*	*	*	*	*	*	*	*

\* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the TQ Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
1.32% .....	266.4%	266.4%	266.4%	260.8%	260.2%	258.4%	240.1%	221.7%
3.32% .....	136.4%	136.4%	136.4%	131.5%	129.3%	124.7%	95.8%	74.1%
5.32% .....	28.5%	28.2%	27.1%	22.3%	15.7%	(2.0)%	(50.3)%	(73.8)%
6.07% .....	*	*	*	*	*	*	*	*

\* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the GQ Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
1.32% .....	75.6%	75.6%	75.6%	75.6%	74.6%	74.3%	73.0%	72.1%
3.32% .....	45.1%	45.1%	45.1%	45.1%	44.6%	44.4%	43.8%	43.4%
5.32% .....	16.6%	16.6%	16.6%	16.6%	16.7%	16.7%	16.8%	16.9%
6.55% .....	0.0%	0.1%	0.1%	0.1%	0.7%	0.8%	1.3%	1.6%

**Sensitivity of the PS Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
1.32% .....	44.5%	42.3%	41.0%	41.0%	41.0%	41.0%	38.6%	36.2%
3.32% .....	26.2%	23.8%	22.6%	22.6%	22.6%	22.6%	19.7%	17.2%
5.32% .....	8.1%	5.7%	4.7%	4.7%	4.7%	4.7%	1.3%	(1.2)%
6.75% .....	(5.1)%	(7.3)%	(8.0)%	(8.0)%	(8.0)%	(8.0)%	(11.5)%	(14.1)%

*The Principal Only Class.* **The Principal Only Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yields to investors in the Principal Only Class.**

The information shown in the yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Principal Only Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price</u>
PO .....	80.5%

**Sensitivity of the PO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>128%</u>	<u>145%</u>	<u>375%</u>	<u>429%</u>	<u>650%</u>	<u>800%</u>
Pre-Tax Yields to Maturity .....	2.8%	4.1%	4.7%	4.7%	4.7%	4.7%	6.5%	7.9%

## Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

- (a) multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

For a description of the factors which may influence the weighted average life of a Certificate, see “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Classes, and
- the payment of principal of certain Group 1 and Group 2 Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above.

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

## Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA rates, and the corresponding weighted average lives of those Classes. The tables have been prepared on the basis of the Pricing Assumptions. However, in the case of the information set forth for each Class under 0% PSA, we assumed that the underlying Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	9.00%
Group 2 MBS	360 months	360 months	9.00%
Group 3 MBS	480 months	480 months	8.50%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rates, WALAs or remaining terms to maturity assumed, or
- that the underlying Mortgage Loans will prepay at any *constant* PSA level.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

### Percent of Original Principal Balances Outstanding

Date	IO† Class						FD and QD† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	450%	750%	900%	0%	100%	250%	450%	750%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
November 2007 . . . . .	99	96	91	84	74	69	99	95	90	86	76	71
November 2008 . . . . .	99	89	77	62	42	34	98	88	76	64	43	34
November 2009 . . . . .	98	83	65	45	23	15	97	81	63	46	23	15
November 2010 . . . . .	97	77	54	32	12	7	96	75	52	33	12	7
November 2011 . . . . .	96	71	45	23	7	3	95	69	42	23	6	3
November 2012 . . . . .	95	65	38	17	4	1	93	63	34	17	3	1
November 2013 . . . . .	94	60	32	12	2	1	92	57	28	12	1	*
November 2014 . . . . .	92	56	26	8	1	*	90	52	22	8	1	0
November 2015 . . . . .	91	51	22	6	1	*	89	47	17	6	0	0
November 2016 . . . . .	89	47	18	4	*	*	87	43	13	4	0	0
November 2017 . . . . .	88	43	15	3	*	*	85	38	9	2	0	0
November 2018 . . . . .	86	39	12	2	*	*	82	34	6	2	0	0
November 2019 . . . . .	84	36	10	2	*	*	80	30	4	1	0	0
November 2020 . . . . .	82	32	8	1	*	*	77	26	1	*	0	0
November 2021 . . . . .	79	29	7	1	*	*	75	22	0	0	0	0
November 2022 . . . . .	77	26	6	1	*	*	71	19	0	0	0	0
November 2023 . . . . .	74	23	4	*	*	*	68	16	0	0	0	0
November 2024 . . . . .	71	21	4	*	*	*	64	13	0	0	0	0
November 2025 . . . . .	67	18	3	*	*	*	60	10	0	0	0	0
November 2026 . . . . .	64	16	2	*	*	*	56	7	0	0	0	0
November 2027 . . . . .	59	14	2	*	*	*	51	4	0	0	0	0
November 2028 . . . . .	55	12	1	*	*	*	46	1	0	0	0	0
November 2029 . . . . .	50	10	1	*	*	*	40	0	0	0	0	0
November 2030 . . . . .	45	8	1	*	*	0	34	0	0	0	0	0
November 2031 . . . . .	39	6	1	*	*	0	27	0	0	0	0	0
November 2032 . . . . .	32	4	*	*	*	0	20	0	0	0	0	0
November 2033 . . . . .	25	3	*	*	*	0	12	0	0	0	0	0
November 2034 . . . . .	18	1	*	*	0	0	3	0	0	0	0	0
November 2035 . . . . .	9	0	0	0	0	0	0	0	0	0	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2042 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2043 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2044 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2045 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2046 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	21.1	10.9	6.0	3.6	2.2	1.8	19.4	9.4	5.1	3.6	2.2	1.8

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.

\*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.

† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	ZT Class						ZS Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	450%	750%	900%	0%	100%	250%	450%	750%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
November 2007 . . . . .	105	105	105	0	0	0	105	105	105	105	105	105
November 2008 . . . . .	110	110	110	0	0	0	110	110	110	110	110	110
November 2009 . . . . .	116	116	116	0	0	0	116	116	116	116	116	116
November 2010 . . . . .	122	122	122	0	0	0	122	122	122	122	122	122
November 2011 . . . . .	128	128	128	0	0	0	128	128	128	128	128	128
November 2012 . . . . .	135	135	135	0	0	0	135	135	135	135	135	135
November 2013 . . . . .	142	142	142	0	0	0	142	142	142	142	142	142
November 2014 . . . . .	149	149	149	0	0	0	149	149	149	149	149	75
November 2015 . . . . .	157	157	157	0	0	0	157	157	157	157	148	34
November 2016 . . . . .	165	165	165	0	0	0	165	165	165	165	80	15
November 2017 . . . . .	173	173	173	0	0	0	173	173	173	173	43	7
November 2018 . . . . .	182	182	182	0	0	0	182	182	182	182	23	3
November 2019 . . . . .	191	191	191	0	0	0	191	191	191	191	12	1
November 2020 . . . . .	201	201	201	0	0	0	201	201	201	201	6	1
November 2021 . . . . .	211	211	191	0	0	0	211	211	211	197	3	*
November 2022 . . . . .	222	222	149	0	0	0	222	222	222	138	2	*
November 2023 . . . . .	234	234	114	0	0	0	234	234	234	95	1	*
November 2024 . . . . .	246	246	84	0	0	0	246	246	246	66	*	*
November 2025 . . . . .	258	258	59	0	0	0	258	258	258	45	*	*
November 2026 . . . . .	271	271	38	0	0	0	271	271	271	30	*	*
November 2027 . . . . .	285	285	21	0	0	0	285	285	285	20	*	*
November 2028 . . . . .	300	300	6	0	0	0	300	300	300	13	*	*
November 2029 . . . . .	315	269	0	0	0	0	315	315	262	9	*	*
November 2030 . . . . .	331	208	0	0	0	0	331	331	191	5	*	*
November 2031 . . . . .	348	150	0	0	0	0	348	348	134	3	*	*
November 2032 . . . . .	366	95	0	0	0	0	366	366	88	2	*	*
November 2033 . . . . .	385	42	0	0	0	0	385	385	51	1	*	*
November 2034 . . . . .	404	0	0	0	0	0	404	345	22	*	*	*
November 2035 . . . . .	241	0	0	0	0	0	425	0	0	0	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2042 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2043 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2044 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2045 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
November 2046 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) ** . . . . .	29.1	25.0	17.7	0.3	0.2	0.1	29.9	28.4	25.0	17.5	10.5	8.5

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.

\*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.

Date	PF, PO, PQ†, PX and PS Classes								TF and TQ† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	128%	145%	375%	429%	650%	800%	0%	100%	128%	145%	375%	429%	650%	800%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2007 . . . . .	99	93	92	92	92	92	92	92	96	96	96	94	94	94	94	94
November 2008 . . . . .	98	82	79	79	79	79	79	71	92	92	92	86	86	86	22	0
November 2009 . . . . .	96	71	65	65	65	65	52	36	88	88	88	78	69	45	0	0
November 2010 . . . . .	95	61	53	53	53	53	31	19	84	84	84	71	44	18	0	0
November 2011 . . . . .	93	51	42	42	42	42	19	10	79	79	79	64	29	4	0	0
November 2012 . . . . .	91	42	32	32	32	32	11	5	74	74	74	57	23	*	0	0
November 2013 . . . . .	89	33	23	23	23	23	7	2	68	68	66	48	21	*	0	0
November 2014 . . . . .	87	25	17	17	17	17	4	1	63	63	53	34	18	*	0	0
November 2015 . . . . .	85	18	12	12	12	12	2	1	56	56	37	18	15	*	0	0
November 2016 . . . . .	82	10	9	9	9	9	1	*	50	50	19	0	12	*	0	0
November 2017 . . . . .	79	6	6	6	6	6	1	*	43	35	0	0	10	*	0	0
November 2018 . . . . .	76	5	5	5	5	5	1	*	35	14	0	0	8	*	0	0
November 2019 . . . . .	73	3	3	3	3	3	*	*	27	0	0	0	7	*	0	0
November 2020 . . . . .	69	2	2	2	2	2	*	*	19	0	0	0	5	*	0	0
November 2021 . . . . .	65	2	2	2	2	2	*	*	10	0	0	0	4	*	0	0
November 2022 . . . . .	60	1	1	1	1	1	*	*	0	0	0	0	3	*	0	0
November 2023 . . . . .	56	1	1	1	1	1	*	*	0	0	0	0	2	*	0	0
November 2024 . . . . .	50	1	1	1	1	1	*	*	0	0	0	0	2	*	0	0
November 2025 . . . . .	44	*	*	*	*	*	*	*	0	0	0	0	1	*	0	0
November 2026 . . . . .	38	*	*	*	*	*	*	*	0	0	0	0	1	*	0	0
November 2027 . . . . .	31	*	*	*	*	*	*	*	0	0	0	0	1	*	0	0
November 2028 . . . . .	23	*	*	*	*	*	*	*	0	0	0	0	1	*	0	0
November 2029 . . . . .	15	*	*	*	*	*	*	*	0	0	0	0	*	*	0	0
November 2030 . . . . .	6	*	*	*	*	*	*	*	0	0	0	0	*	*	0	0
November 2031 . . . . .	*	*	*	*	*	*	*	*	0	0	0	0	*	*	0	0
November 2032 . . . . .	*	*	*	*	*	*	*	*	0	0	0	0	*	*	0	0
November 2033 . . . . .	*	*	*	*	*	*	*	0	0	0	0	0	*	*	0	0
November 2034 . . . . .	*	*	*	*	*	*	*	0	0	0	0	0	*	*	0	0
November 2035 . . . . .	*	*	*	*	*	*	*	0	0	0	0	0	*	*	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2043 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2044 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2045 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2046 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) ** . . . . .	16.5	5.6	5.0	5.0	5.0	5.0	3.5	2.9	9.4	8.5	7.4	6.0	5.1	3.0	1.7	1.4

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.  
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.



Date	ZA Class								GF and GQ Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	128%	145%	375%	429%	650%	800%	0%	100%	128%	145%	375%	429%	650%	800%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2007 . . . . .	107	107	107	107	45	30	0	0	100	100	100	100	100	100	64	14
November 2008 . . . . .	114	114	114	114	0	0	0	0	100	100	100	100	55	14	0	0
November 2009 . . . . .	121	121	121	121	0	0	0	0	100	100	100	100	0	0	0	0
November 2010 . . . . .	130	130	130	130	0	0	0	0	100	100	100	100	0	0	0	0
November 2011 . . . . .	138	138	138	138	0	0	0	0	100	100	100	100	0	0	0	0
November 2012 . . . . .	148	148	148	148	0	0	0	0	100	100	100	100	0	0	0	0
November 2013 . . . . .	157	157	157	157	0	0	0	0	100	100	100	100	0	0	0	0
November 2014 . . . . .	168	168	168	168	0	0	0	0	100	100	100	100	0	0	0	0
November 2015 . . . . .	179	179	179	179	0	0	0	0	100	100	100	100	0	0	0	0
November 2016 . . . . .	191	191	191	190	0	0	0	0	100	100	100	100	0	0	0	0
November 2017 . . . . .	204	204	202	168	0	0	0	0	100	100	100	100	0	0	0	0
November 2018 . . . . .	218	218	179	145	0	0	0	0	100	100	100	100	0	0	0	0
November 2019 . . . . .	232	219	155	123	0	0	0	0	100	100	100	100	0	0	0	0
November 2020 . . . . .	248	194	132	101	0	0	0	0	100	100	100	100	0	0	0	0
November 2021 . . . . .	264	170	110	81	0	0	0	0	100	100	100	100	0	0	0	0
November 2022 . . . . .	282	146	89	62	0	0	0	0	100	100	100	100	0	0	0	0
November 2023 . . . . .	282	123	70	44	0	0	0	0	100	100	100	100	0	0	0	0
November 2024 . . . . .	282	101	51	27	0	0	0	0	100	100	100	100	0	0	0	0
November 2025 . . . . .	282	80	34	12	0	0	0	0	100	100	100	100	0	0	0	0
November 2026 . . . . .	282	60	18	0	0	0	0	0	100	100	100	98	0	0	0	0
November 2027 . . . . .	282	41	3	0	0	0	0	0	100	100	100	82	0	0	0	0
November 2028 . . . . .	282	23	0	0	0	0	0	0	100	100	87	68	0	0	0	0
November 2029 . . . . .	282	5	0	0	0	0	0	0	100	100	71	55	0	0	0	0
November 2030 . . . . .	282	0	0	0	0	0	0	0	100	87	57	44	0	0	0	0
November 2031 . . . . .	261	0	0	0	0	0	0	0	100	68	44	33	0	0	0	0
November 2032 . . . . .	204	0	0	0	0	0	0	0	100	50	31	24	0	0	0	0
November 2033 . . . . .	142	0	0	0	0	0	0	0	100	33	20	15	0	0	0	0
November 2034 . . . . .	74	0	0	0	0	0	0	0	100	17	10	7	0	0	0	0
November 2035 . . . . .	0	0	0	0	0	0	0	0	99	1	1	1	0	0	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2043 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2044 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2045 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2046 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) ** . . . . .	27.0	17.6	15.7	14.5	0.9	0.8	0.5	0.4	29.5	26.1	24.7	23.8	2.1	1.7	1.1	0.9

\*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.

Date	AT and AI† Classes							Z Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	300%	339%	500%	550%	700%	0%	100%	300%	339%	500%	550%	700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2007 . . . . .	100	98	94	93	91	90	87	106	106	106	106	106	106	106
November 2008 . . . . .	99	93	82	79	71	68	61	113	113	113	113	113	113	113
November 2009 . . . . .	99	86	66	62	49	45	34	120	120	120	120	120	120	120
November 2010 . . . . .	98	80	53	49	33	29	18	127	127	127	127	127	127	127
November 2011 . . . . .	97	75	43	38	22	18	9	135	135	135	135	135	135	135
November 2012 . . . . .	97	69	34	29	14	11	4	143	143	143	143	143	143	143
November 2013 . . . . .	96	64	27	22	8	6	1	152	152	152	152	152	152	152
November 2014 . . . . .	95	59	21	16	5	2	0	161	161	161	161	161	161	100
November 2015 . . . . .	94	55	16	12	2	*	0	171	171	171	171	171	171	57
November 2016 . . . . .	93	50	12	8	0	0	0	182	182	182	182	172	117	33
November 2017 . . . . .	92	46	9	5	0	0	0	193	193	193	193	119	77	19
November 2018 . . . . .	91	42	6	3	0	0	0	205	205	205	205	82	51	11
November 2019 . . . . .	90	39	4	1	0	0	0	218	218	218	218	57	34	6
November 2020 . . . . .	89	35	2	0	0	0	0	231	231	231	206	39	22	4
November 2021 . . . . .	87	32	0	0	0	0	0	245	245	241	162	27	15	2
November 2022 . . . . .	86	29	0	0	0	0	0	261	261	195	127	19	10	1
November 2023 . . . . .	84	26	0	0	0	0	0	277	277	157	99	13	6	1
November 2024 . . . . .	83	23	0	0	0	0	0	294	294	126	77	9	4	*
November 2025 . . . . .	81	20	0	0	0	0	0	312	312	101	60	6	3	*
November 2026 . . . . .	79	17	0	0	0	0	0	331	331	81	47	4	2	*
November 2027 . . . . .	77	15	0	0	0	0	0	351	351	65	36	3	1	*
November 2028 . . . . .	74	12	0	0	0	0	0	373	373	52	28	2	1	*
November 2029 . . . . .	72	10	0	0	0	0	0	396	396	41	22	1	*	*
November 2030 . . . . .	69	8	0	0	0	0	0	421	421	33	17	1	*	*
November 2031 . . . . .	66	5	0	0	0	0	0	446	446	26	13	1	*	*
November 2032 . . . . .	62	3	0	0	0	0	0	474	474	20	10	*	*	*
November 2033 . . . . .	59	1	0	0	0	0	0	503	503	16	7	*	*	*
November 2034 . . . . .	55	0	0	0	0	0	0	534	486	12	6	*	*	*
November 2035 . . . . .	51	0	0	0	0	0	0	567	430	10	4	*	*	*
November 2036 . . . . .	46	0	0	0	0	0	0	602	378	7	3	*	*	*
November 2037 . . . . .	42	0	0	0	0	0	0	639	329	6	2	*	*	*
November 2038 . . . . .	36	0	0	0	0	0	0	679	283	4	2	*	*	*
November 2039 . . . . .	31	0	0	0	0	0	0	721	239	3	1	*	*	*
November 2040 . . . . .	24	0	0	0	0	0	0	765	198	2	1	*	*	*
November 2041 . . . . .	18	0	0	0	0	0	0	812	159	2	1	*	*	*
November 2042 . . . . .	10	0	0	0	0	0	0	862	122	1	*	*	*	*
November 2043 . . . . .	2	0	0	0	0	0	0	916	88	1	*	*	*	*
November 2044 . . . . .	0	0	0	0	0	0	0	707	55	*	*	*	*	*
November 2045 . . . . .	0	0	0	0	0	0	0	368	24	*	*	*	*	0
November 2046 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) ** . . . . .	26.8	11.4	5.2	4.7	3.5	3.2	2.7	38.7	32.9	19.4	17.7	12.6	11.5	9.1

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.  
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

## Characteristics of the R and RL Classes

The R and RL Classes will not have principal balances and will not bear interest. If any assets of the Upper Tier REMIC remain after the principal balances of all Classes are reduced to zero, we will pay the Holder of the R Class the proceeds from those assets. If any assets of the Lower Tier REMIC remain after the principal balances of the Lower Tier Regular Interests are reduced to zero, we will pay the proceeds of those assets to the Holder of the RL Class. Fannie Mae does not expect that any material assets will remain in either case.

A Residual Certificate will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of a Residual Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of a Residual Certificate to any person that is not a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. Any transferee of a Residual Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly, or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of a Residual Certificate should consult with their own tax advisors for further information regarding such transfers.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. The R and RL Classes will constitute noneconomic residual interests under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate knew or should have known that the transferee would be unwilling or unable to pay taxes due on its share of the taxable income of the REMIC trust (that is, the transferor had “improper knowledge”).

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has amended the Regulations to provide additional requirements that a transferor must satisfy to avail itself of the safe harbor regarding the presumed lack of improper knowledge. For transfers occurring on or after August 19, 2002, a transferor of a Residual Certificate is presumed not to have improper knowledge if, in addition to meeting the two conditions discussed in the REMIC Prospectus, both (i) the transferee represents that it will not cause income from the Residual Certificate to be attributed to a foreign permanent establishment or fixed base of the transferee or another taxpayer and (ii) the transfer satisfies either the “asset test” or the “formula test.” The representation described in (i) will be included in the affidavit discussed above. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus.

A transfer satisfies the asset test if (i) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), (ii) the transferee is an “eligible corporation” and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if

the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the Upper Tier REMIC, and the Holder of the RL Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Lower Tier REMIC. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, we will be obligated to provide to these Holders (i) information necessary to enable them to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

### **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Certain Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

#### **U.S. Treasury Circular 230 Notice**

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Certain Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

#### **REMIC Elections and Special Tax Attributes**

We will elect to treat the Upper Tier REMIC and the Lower Tier REMIC as REMICs for federal income tax purposes. The REMIC Certificates and the REMIC regular interest corresponding to the FD Class (as described below) will be designated as the “regular interests,” and the R Class will be designated as the “residual interest,” in the Upper Tier REMIC. The Lower Tier Regular Interests will be designated as the “regular interests” and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC.

Because the Lower Tier REMIC and the Upper Tier REMIC will qualify as REMICs, the REMIC Certificates (other than the FD Class), the REMIC regular interests corresponding to the FD Class, and the R and RL Classes generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

The REMIC regular interest corresponding to the FD Class will be entitled to receive interest and principal payments at the times and in the amounts equal to those made to the FD Class, except that

the interest rate on this REMIC regular interest will be determined without regard to the FD Class Interest Carryover Amount. A beneficial owner of an FD Class Certificate will be treated for federal income tax purposes as the beneficial owner of a pro rata interest in this REMIC regular interest. Any excess of the amount of interest actually payable to the FD Class over the amount of interest payable on this REMIC regular interest will be treated as having been received pursuant to the notional principal contract discussed below under “—Taxation of the Corridor Contract.”

### **Taxation of Beneficial Owners of Regular Certificates**

The Accrual Classes, the Notional Classes and the Principal Only Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates (including the REMIC regular interest corresponding to the FD Class) may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Regular Certificates Purchased at a Premium” in the REMIC Prospectus.

The Prepayment Assumptions that will be used in determining the rate of accrual of OID will be as follows:

<u>Group</u>	<u>Prepayment Assumption</u>
1	450% PSA
2	375% PSA
3	339% PSA

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount—*Daily Portions of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of the FD Class Certificates**

#### *General*

A beneficial owner of an FD Class Certificate will be treated:

- as holding an undivided interest in a REMIC regular interest as described above, and
- as having entered into a notional principal contract as described below.

Consequently, each beneficial owner of an FD Class Certificate will be required to report its pro rata share of income accruing with respect to the corresponding REMIC regular interest as discussed under “—REMIC Elections and Special Tax Attributes” above. In addition, each beneficial owner of an FD Class Certificate will be required to report its pro rata share of net income with respect to the Corridor Contract and will be permitted to recognize its share of a net deduction with respect to the Corridor Contract, subject to the discussion under “—Taxation of the Corridor Contract” below.

In general, this treatment of an FD Class Certificate should not materially affect the timing or amount of income, for federal income tax purposes, of a beneficial owner of an FD Class Certificate provided that:

- any premium paid with respect to the Corridor Contract is amortized in the same manner as any offsetting premium or discount with respect to the corresponding REMIC regular interest is amortized, and

- the beneficial owner’s ability to recognize a net deduction with respect to the Corridor Contract is not subject to sections 67 or 68 of the Code.

In any event, you should consult your own tax advisor regarding the consequences to you in light of your particular circumstances of taxing separately the components comprising each FD Class Certificate (*i.e.*, the corresponding REMIC regular interest and the Corridor Contract).

#### *Allocations with Respect to an FD Class Certificate*

A beneficial owner of an FD Class Certificate must allocate its cost to acquire the Certificate between the corresponding REMIC regular interest and the Corridor Contract based on their relative fair market values. When a beneficial owner of an FD Class Certificate sells or disposes of the Certificate, the beneficial owner must allocate the sale proceeds between the corresponding REMIC regular interest and the Corridor Contract based on their relative fair market values and must treat the sale or other disposition of the Certificate as a sale or other disposition of a pro rata portion of the corresponding REMIC regular interest and the Corridor Contract.

For information reporting purposes, we intend to treat the Corridor Contract as having an initial value of \$1,600,000. Because the Corridor Contract is expected to have more than nominal value, you should consider the income tax consequences to you of allocating a more than nominal portion of your purchase price for an FD Class Certificate to the premium for the Corridor Contract. You should consult your own tax advisors regarding the consequences to you should the Corridor Contract have more than nominal value at the time you acquire an FD Class Certificate. See “—Taxation of the Corridor Contract” below.

#### *Tax Attributes of FD Class Certificates*

Although the FD Class Certificates will represent beneficial ownership in a REMIC regular interest, which is afforded certain tax attributes under the Code (see “Taxation of REMIC Regular Interests—*Special Tax Attributes*” in the REMIC Prospectus), the interest in the Corridor Contract represented by an FD Class Certificate will not constitute:

- a “real estate asset” within the meaning of section 856(c)(5)(B) of the Code,
- a “qualified mortgage” within the meaning of section 860G(a)(3) of the Code or a “permitted investment” within the meaning of section 860G(a)(5) of the Code, or
- an asset described in section 7701(a)(19)(C)(xi) of the Code.

Income received under the Corridor Contract will not constitute income described in section 856(c)(3)(B) with respect to a real estate investment trust. As a result, the FD Class may not be an appropriate investment for a REMIC.

### **Taxation of the Corridor Contract**

#### *General*

A beneficial owner of an FD Class Certificate will be treated as having entered into a “notional principal contract” within the meaning of Treasury Department Regulations promulgated under section 446 of the Code (the “NPC Regulations”). Pursuant to this notional principal contract, the beneficial owners of the FD Class Certificates will be treated as agreeing to pay a premium for the right to receive the payments on the Corridor Contract. A beneficial owner of an FD Class Certificate will be treated as having entered into the notional principal contract on the date the beneficial owner acquires the Certificate.

#### *Treatment of Payments Under the Corridor Contract*

Under the NPC Regulations, the premium that is deemed to have been paid for the Corridor Contract must be amortized over the life of the FD Class, taking into account the declining balance of



the FD Class. For information reporting purposes, we intend to amortize the premium under a constant yield method, similar to that used to amortize OID. You should consult your tax advisor regarding the method for amortizing this premium.

Any payment received by the FD Class pursuant to the Corridor Contract will be treated as a periodic payment under the NPC Regulations. To the extent that the periodic payments in any year exceed the amount of the premium amortized in that year, such excess shall represent net income for that year. Conversely, to the extent that the amount of the premium amortized in any year exceeds the periodic payments in that year, such excess shall represent a net deduction for that year. Although not clear, net income or a net deduction should be treated as ordinary income or as an ordinary deduction.

A beneficial owner's ability to recognize a net deduction with respect to the Corridor Contract is limited under section 67 of the Code in the case of (i) estates and trusts, and (ii) individuals owning an interest in an FD Class Certificate directly or through an investment in a "pass-thru entity" (other than in connection with such individual's trade or business). Pass-thru entities include partnerships, S corporations, grantor trusts, and non-publicly offered regulated investment companies, but do not include estates, non-grantor trusts, cooperatives, real estate investment trusts and publicly offered regulated investment companies. Generally, such a beneficial owner can recognize a net deduction only to the extent that these costs, when aggregated with certain of the beneficial owner's other miscellaneous itemized deductions, exceed 2% of the beneficial owner's adjusted gross income. For this purpose, an estate or non-grantor trust computes adjusted gross income in the same manner as in the case of an individual, except that deductions for administrative expenses of the estate or trust that would not have been incurred if the property were not held in such trust or estate are treated as allowable in arriving at adjusted gross income. In addition, section 68 of the Code may provide for certain limitations on itemized deductions otherwise allowable for a beneficial owner who is an individual. Further, such a beneficial owner will not be able to recognize a net deduction with respect to the Corridor Contract in computing the beneficial owner's alternative minimum tax liability.

#### *Disposition of the Corridor Contract*

Any amount that is considered to be allocated to the Corridor Contract in connection with the sale or other disposition of an FD Class Certificate as described under "*—Taxation of Beneficial Owners of the FD Class Certificates—Allocations with Respect to an FD Class Certificate*" above will be considered a "termination payment" under the NPC Regulations. Under the NPC Regulations, a beneficial owner of an FD Class Certificate will have gain or loss from the disposition of the Corridor Contract equal to (i) the sum of the unamortized portion of any premium received or deemed to have been received by the beneficial owner upon entering into the Corridor Contract and any termination payment it receives or is deemed to have received, *less* (ii) the sum of the unamortized portion of any premium paid or deemed to have been paid by the beneficial owner upon entering into the Corridor Contract and any termination payment it makes or is deemed to have made. The gain or loss should be capital gain or loss, provided the Corridor Contract is a capital asset to the beneficial owner. The ability to deduct capital losses is subject to limitations.

#### **Taxation of Beneficial Owners of Residual Certificates**

Effective generally for Residual Certificates first held on or after August 1, 2006, Temporary Regulations issued by the Treasury Department have modified the general rule that the taxable income of the Upper Tier REMIC (or the Lower Tier REMIC) is not includible in the income of a foreign person (or, if excess inclusions, subject to withholding tax) until paid or distributed. See "*Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*" and "*—Foreign Investors—Residual Certificates*" in the REMIC Prospectus. Under the Temporary Regulations, the amount of taxable income allocable to a foreign partner in a domestic partnership that is the beneficial owner of a Residual Certificate must be taken into account by the foreign partner on the last day of the partnership's taxable year, except to the extent that some or all of that amount is required to be taken into account at an earlier time as a

result of a distribution to the foreign partner or a disposition of the foreign partner's indirect interest in the Residual Certificate. Similar rules apply to excess inclusions allocable to a foreign person that holds an interest in a real estate investment trust, regulated investment company, common trust fund or certain cooperatives.

For purposes of determining the portion of the taxable income of the Upper Tier REMIC (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 5.77% (which is 120% of the "federal long-term rate"). See "Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions" and "—*Foreign Investors*—Residual Certificates" in the REMIC Prospectus.

The Treasury Department has issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer's accounting for the inducement fee will be considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

## **Taxation of Beneficial Owners of RCR Certificates**

*General.* The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The REMIC Certificates that are exchanged for RCR Certificates (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest in those REMIC Certificates. For a general discussion of the federal income tax treatment of beneficial owners of REMIC Certificates, see "Certain Federal Income Tax Consequences" in the REMIC Prospectus.

The RCR Classes (each, a "Combination RCR Class") will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class (a "Combination RCR Certificate") will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

*Combination RCR Classes.* A beneficial owner of a Combination RCR Certificate will be treated as the beneficial owner of a proportionate interest in the REMIC Certificates underlying that Combination RCR Certificate. Except in the case of a beneficial owner that acquires a Combination RCR Certificate in an exchange described under "—*Exchanges*" below, a beneficial owner of a Combination RCR Certificate must allocate its cost to acquire that Certificate among the underlying REMIC Certificates in proportion to their relative fair market values at the time of acquisition. Such an owner should account for its ownership interest in each underlying REMIC Certificate as described under "—Taxation of Beneficial Owners of Regular Certificates" above and "Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*" in the REMIC Prospectus. When a beneficial owner sells a Combination RCR Certificate, the owner must allocate the sale proceeds among the underlying REMIC Certificates in proportion to their relative fair market values at the time of sale.

*Exchanges.* If a beneficial owner exchanges one or more REMIC Certificates for the related RCR Certificate or Certificates in the manner described under "Description of the Certificates—Combination and Recombination" in this prospectus supplement, the exchange will not be taxable. Likewise, if a beneficial owner exchanges one or more RCR Certificates for the related REMIC Certificate or Certificates in the manner described in that discussion, the exchange will not be a taxable exchange. In each of these cases, the beneficial owner will be treated as continuing to own after

the exchange the same combination of interests in the related REMIC Certificates (or the same interest in the related REMIC Certificate) that it owned immediately prior to the exchange.

### **Tax Return Disclosure Requirements**

Treasury Department Regulations that are directed at “tax shelters” could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a “reportable transaction” disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a “reportable transaction” based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

### **ADDITIONAL ERISA CONSIDERATIONS RELATING TO THE FD CLASS**

Because the right to interest payable under the Corridor Contract to Holders of the FD Class is not guaranteed by Fannie Mae, the “guaranteed governmental mortgage pool exemption” may or may not be applicable to the acquisition and holding of that right. Therefore, any Plan fiduciary considering an investment in the FD Class should consider the identity of the Counterparty in determining whether an investment in the FD Class would give rise to a prohibited transaction. Depending on the relevant facts and circumstances, certain prohibited transaction exemptions may apply to the acquisition of the FD Class and rights under the Corridor Contract—for example, Prohibited Transaction Class Exemption (“PTCE”) 84-14, which exempts certain transactions effected on behalf of a Plan by a “qualified professional asset manager,” PTCE 90-1, which exempts certain transactions by insurance company pooled separate accounts, PTCE 91-38, which exempts certain transactions by bank collective investment funds, PTCE 95-60, which exempts certain transactions by insurance company general accounts, or PTCE 96-23, which exempts certain transactions effected on behalf of a Plan by an “in-house asset manager”. Each Plan that invests in the FD Class, by its acceptance of the related Certificate, will be deemed to make certain representations as provided in the Trust Agreement, including that its acquisition of the FD Class and rights under the Corridor Contract does not give rise to a non-exempt prohibited transaction under section 406 of ERISA or section 4975 of the Code.

### **PLAN OF DISTRIBUTION**

*General.* We are obligated to deliver the Certificates to Barclays Capital Inc. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

*Increase in Certificates.* Before the Settlement Date, we and the Dealer may agree to offer Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related MBS in principal balance, but we expect that all these additional MBS will have the same characteristics as described under “Description of the Certificates—The MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, Group 2 or Group 3 Class bears to the aggregate original principal balance of all Group 1, Group 2 or Group 3 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

### **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

## Available Recombinations ( 1 ) ( 2 )

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 1								
PF	\$26,594,021	PX	\$28,639,714	6.5%	FIX	PAC	31396LK82	December 2036
PO	2,045,693							
PQ	26,594,021 (4)							
Recombination 2								
PO	2,045,693	PS	2,045,693	(5)	INV	PAC	31396LK90	December 2036
PQ	26,594,021 (4)							

(1) REMIC Certificates may be exchanged only in the proportions shown in this Schedule 1.

(2) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.

(3) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.

(4) Notional balance. This Class is an Interest Only Class. See page S-7 for a description of how its notional balance is calculated.

(5) For a description of this interest rate, see "Description of the Certificates—Distributions of Interest" in this prospectus supplement.

## Principal Balance Schedules

### *FD Class Targeted Balances*

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance .....	\$75,000,000.00	February 2011 .....	\$36,820,681.00	May 2015 .....	\$14,429,766.76
December 2006 .....	74,540,869.31	March 2011 .....	36,214,461.09	June 2015 .....	14,127,551.84
January 2007 .....	74,049,780.87	April 2011 .....	35,616,547.71	July 2015 .....	13,829,363.50
February 2007 .....	73,527,177.70	May 2011 .....	35,026,824.97	August 2015 .....	13,535,144.19
March 2007 .....	72,973,544.03	June 2011 .....	34,445,178.54	September 2015 .....	13,244,837.15
April 2007 .....	72,389,404.64	July 2011 .....	33,871,495.68	October 2015 .....	12,958,386.42
May 2007 .....	71,775,324.09	August 2011 .....	33,305,665.14	November 2015 .....	12,675,736.77
June 2007 .....	71,131,905.87	September 2011 .....	32,747,577.24	December 2015 .....	12,396,833.73
July 2007 .....	70,459,791.49	October 2011 .....	32,197,123.75	January 2016 .....	12,121,623.60
August 2007 .....	69,759,659.39	November 2011 .....	31,654,197.93	February 2016 .....	11,850,053.38
September 2007 .....	69,032,223.89	December 2011 .....	31,118,694.50	March 2016 .....	11,582,070.80
October 2007 .....	68,278,233.95	January 2012 .....	30,590,509.61	April 2016 .....	11,317,624.33
November 2007 .....	67,498,471.94	February 2012 .....	30,069,540.83	May 2016 .....	11,056,663.10
December 2007 .....	66,693,752.25	March 2012 .....	29,555,687.12	June 2016 .....	10,799,136.97
January 2008 .....	65,864,919.89	April 2012 .....	29,048,848.82	July 2016 .....	10,544,996.47
February 2008 .....	65,012,848.98	May 2012 .....	28,548,927.62	August 2016 .....	10,294,192.80
March 2008 .....	64,138,441.22	June 2012 .....	28,055,826.58	September 2016 .....	10,046,677.83
April 2008 .....	63,242,624.22	July 2012 .....	27,569,450.03	October 2016 .....	9,802,404.08
May 2008 .....	62,326,349.84	August 2012 .....	27,089,703.66	November 2016 .....	9,561,324.75
June 2008 .....	61,390,592.46	September 2012 .....	26,616,494.41	December 2016 .....	9,323,393.63
July 2008 .....	60,446,678.13	October 2012 .....	26,149,730.49	January 2017 .....	9,088,565.17
August 2008 .....	59,515,757.96	November 2012 .....	25,689,321.39	February 2017 .....	8,856,794.43
September 2008 .....	58,597,652.23	December 2012 .....	25,235,177.79	March 2017 .....	8,628,037.10
October 2008 .....	57,692,183.67	January 2013 .....	24,787,211.63	April 2017 .....	8,402,249.46
November 2008 .....	56,799,177.43	February 2013 .....	24,345,336.02	May 2017 .....	8,179,388.39
December 2008 .....	55,918,461.01	March 2013 .....	23,909,465.28	June 2017 .....	7,959,411.34
January 2009 .....	55,049,864.30	April 2013 .....	23,479,514.87	July 2017 .....	7,742,276.38
February 2009 .....	54,193,219.47	May 2013 .....	23,055,401.44	August 2017 .....	7,527,942.11
March 2009 .....	53,348,360.98	June 2013 .....	22,637,042.73	September 2017 .....	7,316,367.73
April 2009 .....	52,515,125.57	July 2013 .....	22,224,357.65	October 2017 .....	7,107,512.97
May 2009 .....	51,693,352.16	August 2013 .....	21,817,266.18	November 2017 .....	6,901,338.12
June 2009 .....	50,882,881.90	September 2013 .....	21,415,689.40	December 2017 .....	6,697,804.01
July 2009 .....	50,083,558.07	October 2013 .....	21,019,549.48	January 2018 .....	6,496,872.00
August 2009 .....	49,295,226.12	November 2013 .....	20,628,769.65	February 2018 .....	6,298,503.99
September 2009 .....	48,517,733.56	December 2013 .....	20,243,274.16	March 2018 .....	6,102,662.39
October 2009 .....	47,750,930.01	January 2014 .....	19,862,988.32	April 2018 .....	5,909,310.12
November 2009 .....	46,994,667.12	February 2014 .....	19,487,838.45	May 2018 .....	5,718,410.61
December 2009 .....	46,248,798.57	March 2014 .....	19,117,751.88	June 2018 .....	5,529,927.78
January 2010 .....	45,513,180.02	April 2014 .....	18,752,656.92	July 2018 .....	5,343,826.06
February 2010 .....	44,787,669.12	May 2014 .....	18,392,482.88	August 2018 .....	5,160,070.35
March 2010 .....	44,072,125.42	June 2014 .....	18,037,160.00	September 2018 .....	4,978,626.03
April 2010 .....	43,366,410.41	July 2014 .....	17,686,619.51	October 2018 .....	4,799,458.94
May 2010 .....	42,670,387.47	August 2014 .....	17,340,793.55	November 2018 .....	4,622,535.42
June 2010 .....	41,983,921.82	September 2014 .....	16,999,615.19	December 2018 .....	4,447,822.24
July 2010 .....	41,306,880.52	October 2014 .....	16,663,018.43	January 2019 .....	4,275,286.63
August 2010 .....	40,639,132.46	November 2014 .....	16,330,938.15	February 2019 .....	4,104,896.26
September 2010 .....	39,980,548.29	December 2014 .....	16,003,310.12	March 2019 .....	3,936,619.26
October 2010 .....	39,331,000.44	January 2015 .....	15,680,071.01	April 2019 .....	3,770,424.17
November 2010 .....	38,690,363.07	February 2015 .....	15,361,158.33	May 2019 .....	3,606,279.97
December 2010 .....	38,058,512.05	March 2015 .....	15,046,510.45	June 2019 .....	3,444,156.06
January 2011 .....	37,435,324.95	April 2015 .....	14,736,066.58	July 2019 .....	3,284,022.26



***FD Class (Continued)***

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
August 2019 .....	\$ 3,125,848.81	May 2020 .....	\$ 1,785,786.96	January 2021 .....	\$ 709,863.39
September 2019 .....	2,969,606.32	June 2020 .....	1,645,665.92	February 2021 .....	582,321.25
October 2019 .....	2,815,265.85	July 2020 .....	1,507,203.30	March 2021 .....	456,244.78
November 2019 .....	2,662,798.81	August 2020 .....	1,370,373.83	April 2021 .....	331,611.35
December 2019 .....	2,512,177.02	September 2020 .....	1,235,152.59	May 2021 .....	208,398.62
January 2020 .....	2,363,372.68	October 2020 .....	1,101,515.01	June 2021 .....	86,584.56
February 2020 .....	2,216,358.37	November 2020 .....	969,436.84	July 2021 and thereafter .....	0.00
March 2020 .....	2,071,107.04	December 2020 .....	838,894.16		
April 2020 .....	1,927,592.01				

***Aggregate Group Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$28,639,714.00	February 2010 .....	\$17,839,514.83	May 2013 .....	\$ 7,761,954.73
December 2006 .....	28,493,151.48	March 2010 .....	17,544,452.60	June 2013 .....	7,560,168.88
January 2007 .....	28,336,149.45	April 2010 .....	17,251,389.33	July 2013 .....	7,363,545.91
February 2007 .....	28,168,782.28	May 2010 .....	16,960,311.72	August 2013 .....	7,171,955.20
March 2007 .....	27,991,131.20	June 2010 .....	16,671,206.54	September 2013 .....	6,985,269.40
April 2007 .....	27,803,284.29	July 2010 .....	16,384,060.68	October 2013 .....	6,803,364.37
May 2007 .....	27,605,336.42	August 2010 .....	16,098,861.08	November 2013 .....	6,626,119.07
June 2007 .....	27,397,389.12	September 2010 .....	15,815,594.80	December 2013 .....	6,453,415.52
July 2007 .....	27,179,550.55	October 2010 .....	15,534,248.96	January 2014 .....	6,285,138.69
August 2007 .....	26,951,935.43	November 2010 .....	15,254,810.79	February 2014 .....	6,121,176.42
September 2007 .....	26,714,664.86	December 2010 .....	14,977,267.58	March 2014 .....	5,961,419.41
October 2007 .....	26,467,866.31	January 2011 .....	14,701,606.72	April 2014 .....	5,805,761.08
November 2007 .....	26,211,673.47	February 2011 .....	14,427,815.68	May 2014 .....	5,654,097.52
December 2007 .....	25,946,226.10	March 2011 .....	14,155,882.01	June 2014 .....	5,506,327.44
January 2008 .....	25,671,669.99	April 2011 .....	13,885,793.35	July 2014 .....	5,362,352.12
February 2008 .....	25,388,156.74	May 2011 .....	13,617,537.41	August 2014 .....	5,222,075.28
March 2008 .....	25,095,843.68	June 2011 .....	13,351,101.99	September 2014 .....	5,085,403.08
April 2008 .....	24,794,893.71	July 2011 .....	13,086,474.98	October 2014 .....	4,952,244.06
May 2008 .....	24,485,475.15	August 2011 .....	12,823,644.34	November 2014 .....	4,822,509.03
June 2008 .....	24,167,761.58	September 2011 .....	12,562,598.10	December 2014 .....	4,696,111.05
July 2008 .....	23,841,931.67	October 2011 .....	12,303,324.38	January 2015 .....	4,572,965.38
August 2008 .....	23,508,169.04	November 2011 .....	12,045,811.39	February 2015 .....	4,452,989.40
September 2008 .....	23,174,746.10	December 2011 .....	11,790,047.40	March 2015 .....	4,336,102.59
October 2008 .....	22,843,577.41	January 2012 .....	11,536,020.76	April 2015 .....	4,222,226.42
November 2008 .....	22,514,647.97	February 2012 .....	11,283,719.92	May 2015 .....	4,111,284.37
December 2008 .....	22,187,942.86	March 2012 .....	11,033,133.37	June 2015 .....	4,003,201.83
January 2009 .....	21,863,447.30	April 2012 .....	10,784,249.70	July 2015 .....	3,897,906.08
February 2009 .....	21,541,146.58	May 2012 .....	10,537,057.58	August 2015 .....	3,795,326.23
March 2009 .....	21,221,026.09	June 2012 .....	10,291,545.73	September 2015 .....	3,695,393.16
April 2009 .....	20,903,071.33	July 2012 .....	10,047,702.98	October 2015 .....	3,598,039.52
May 2009 .....	20,587,267.88	August 2012 .....	9,805,518.21	November 2015 .....	3,503,199.63
June 2009 .....	20,273,601.42	September 2012 .....	9,564,980.37	December 2015 .....	3,410,809.49
July 2009 .....	19,962,057.75	October 2012 .....	9,326,078.50	January 2016 .....	3,320,806.69
August 2009 .....	19,652,622.72	November 2012 .....	9,088,801.71	February 2016 .....	3,233,130.42
September 2009 .....	19,345,282.31	December 2012 .....	8,853,139.17	March 2016 .....	3,147,721.37
October 2009 .....	19,040,022.57	January 2013 .....	8,623,458.86	April 2016 .....	3,064,521.76
November 2009 .....	18,736,829.67	February 2013 .....	8,399,646.73	May 2016 .....	2,983,475.25
December 2009 .....	18,435,689.84	March 2013 .....	8,181,554.46	June 2016 .....	2,904,526.93
January 2010 .....	18,136,589.42	April 2013 .....	7,969,037.45	July 2016 .....	2,827,623.26



**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2016 .....	\$ 2,752,712.08	January 2021 .....	\$ 645,224.96	June 2025 .....	\$ 139,018.58
September 2016 .....	2,679,742.52	February 2021 .....	627,402.67	July 2025 .....	134,878.86
October 2016 .....	2,608,665.00	March 2021 .....	610,055.05	August 2025 .....	130,854.41
November 2016 .....	2,539,431.21	April 2021 .....	593,169.73	September 2025 .....	126,942.15
December 2016 .....	2,471,994.05	May 2021 .....	576,734.70	October 2025 .....	123,139.07
January 2017 .....	2,406,307.59	June 2021 .....	560,738.23	November 2025 .....	119,442.24
February 2017 .....	2,342,327.11	July 2021 .....	545,168.89	December 2025 .....	115,848.82
March 2017 .....	2,280,008.96	August 2021 .....	530,015.56	January 2026 .....	112,356.03
April 2017 .....	2,219,310.64	September 2021 .....	515,267.39	February 2026 .....	108,961.17
May 2017 .....	2,160,190.72	October 2021 .....	500,913.82	March 2026 .....	105,661.60
June 2017 .....	2,102,608.78	November 2021 .....	486,944.55	April 2026 .....	102,454.77
July 2017 .....	2,046,525.48	December 2021 .....	473,349.55	May 2026 .....	99,338.17
August 2017 .....	1,991,902.42	January 2022 .....	460,119.04	June 2026 .....	96,309.37
September 2017 .....	1,938,702.21	February 2022 .....	447,243.51	July 2026 .....	93,366.01
October 2017 .....	1,886,888.40	March 2022 .....	434,713.68	August 2026 .....	90,505.77
November 2017 .....	1,836,425.45	April 2022 .....	422,520.50	September 2026 .....	87,726.43
December 2017 .....	1,787,278.74	May 2022 .....	410,655.16	October 2026 .....	85,025.79
January 2018 .....	1,739,414.49	June 2022 .....	399,109.09	November 2026 .....	82,401.72
February 2018 .....	1,692,799.83	July 2022 .....	387,873.93	December 2026 .....	79,852.15
March 2018 .....	1,647,402.67	August 2022 .....	376,941.52	January 2027 .....	77,375.06
April 2018 .....	1,603,191.78	September 2022 .....	366,303.94	February 2027 .....	74,968.49
May 2018 .....	1,560,136.69	October 2022 .....	355,953.45	March 2027 .....	72,630.52
June 2018 .....	1,518,207.70	November 2022 .....	345,882.51	April 2027 .....	70,359.30
July 2018 .....	1,477,375.90	December 2022 .....	336,083.79	May 2027 .....	68,153.00
August 2018 .....	1,437,613.08	January 2023 .....	326,550.14	June 2027 .....	66,009.86
September 2018 .....	1,398,891.75	February 2023 .....	317,274.58	July 2027 .....	63,928.17
October 2018 .....	1,361,185.13	March 2023 .....	308,250.35	August 2027 .....	61,906.24
November 2018 .....	1,324,467.11	April 2023 .....	299,470.82	September 2027 .....	59,942.46
December 2018 .....	1,288,712.25	May 2023 .....	290,929.55	October 2027 .....	58,035.22
January 2019 .....	1,253,895.75	June 2023 .....	282,620.27	November 2027 .....	56,182.99
February 2019 .....	1,219,993.45	July 2023 .....	274,536.86	December 2027 .....	54,384.27
March 2019 .....	1,186,981.80	August 2023 .....	266,673.38	January 2028 .....	52,637.58
April 2019 .....	1,154,837.83	September 2023 .....	259,024.02	February 2028 .....	50,941.51
May 2019 .....	1,123,539.19	October 2023 .....	251,583.12	March 2028 .....	49,294.66
June 2019 .....	1,093,064.07	November 2023 .....	244,345.19	April 2028 .....	47,695.69
July 2019 .....	1,063,391.23	December 2023 .....	237,304.87	May 2028 .....	46,143.28
August 2019 .....	1,034,499.95	January 2024 .....	230,456.92	June 2028 .....	44,636.15
September 2019 .....	1,006,370.06	February 2024 .....	223,796.26	July 2028 .....	43,173.05
October 2019 .....	978,981.91	March 2024 .....	217,317.93	August 2028 .....	41,752.78
November 2019 .....	952,316.31	April 2024 .....	211,017.11	September 2028 .....	40,374.14
December 2019 .....	926,354.60	May 2024 .....	204,889.09	October 2028 .....	39,035.99
January 2020 .....	901,078.59	June 2024 .....	198,929.29	November 2028 .....	37,737.22
February 2020 .....	876,470.52	July 2024 .....	193,133.24	December 2028 .....	36,476.73
March 2020 .....	852,513.13	August 2024 .....	187,496.61	January 2029 .....	35,253.46
April 2020 .....	829,189.56	September 2024 .....	182,015.15	February 2029 .....	34,066.38
May 2020 .....	806,483.41	October 2024 .....	176,684.74	March 2029 .....	32,914.50
June 2020 .....	784,378.67	November 2024 .....	171,501.37	April 2029 .....	31,796.82
July 2020 .....	762,859.77	December 2024 .....	166,461.12	May 2029 .....	30,712.40
August 2020 .....	741,911.52	January 2025 .....	161,560.18	June 2029 .....	29,660.31
September 2020 .....	721,519.11	February 2025 .....	156,794.84	July 2029 .....	28,639.65
October 2020 .....	701,668.12	March 2025 .....	152,161.49	August 2029 .....	27,649.56
November 2020 .....	682,344.51	April 2025 .....	147,656.60	September 2029 .....	26,689.16
December 2020 .....	663,534.57	May 2025 .....	143,276.74	October 2029 .....	25,757.63

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2029 .....	\$ 24,854.17	January 2032 .....	\$ 9,021.22	February 2034 .....	\$ 2,445.35
December 2029 .....	23,977.98	February 2032 .....	8,637.36	March 2034 .....	2,284.32
January 2030 .....	23,128.31	March 2032 .....	8,265.99	April 2034 .....	2,129.14
February 2030 .....	22,304.40	April 2032 .....	7,906.73	May 2034 .....	1,979.64
March 2030 .....	21,505.54	May 2032 .....	7,559.23	June 2034 .....	1,835.64
April 2030 .....	20,731.01	June 2032 .....	7,223.14	July 2034 .....	1,696.97
May 2030 .....	19,980.13	July 2032 .....	6,898.14	August 2034 .....	1,563.46
June 2030 .....	19,252.23	August 2032 .....	6,583.90	September 2034 .....	1,434.97
July 2030 .....	18,546.67	September 2032 .....	6,280.10	October 2034 .....	1,311.32
August 2030 .....	17,862.81	October 2032 .....	5,986.43	November 2034 .....	1,192.37
September 2030 .....	17,200.04	November 2032 .....	5,702.59	December 2034 .....	1,077.98
October 2030 .....	16,557.75	December 2032 .....	5,428.30	January 2035 .....	967.99
November 2030 .....	15,935.37	January 2033 .....	5,163.26	February 2035 .....	862.28
December 2030 .....	15,332.33	February 2033 .....	4,907.22	March 2035 .....	760.71
January 2031 .....	14,748.07	March 2033 .....	4,659.89	April 2035 .....	663.14
February 2031 .....	14,182.07	April 2033 .....	4,421.02	May 2035 .....	569.45
March 2031 .....	13,633.80	May 2033 .....	4,190.36	June 2035 .....	479.52
April 2031 .....	13,102.75	June 2033 .....	3,967.66	July 2035 .....	393.23
May 2031 .....	12,588.43	July 2033 .....	3,752.68	August 2035 .....	310.46
June 2031 .....	12,090.37	August 2033 .....	3,545.19	September 2035 .....	231.10
July 2031 .....	11,608.08	September 2033 .....	3,344.96	October 2035 .....	155.03
August 2031 .....	11,141.12	October 2033 .....	3,151.78	November 2035 .....	82.16
September 2031 .....	10,689.05	November 2033 .....	2,965.43	December 2035 .....	12.38
October 2031 .....	10,251.44	December 2033 .....	2,785.71	January 2036 and thereafter .....	0.00
November 2031 .....	9,827.87	January 2034 .....	2,612.41		
December 2031 .....	9,417.92				

**TF Class Targeted Balances**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance .....	\$10,000,000.00	September 2008 .....	\$ 8,728,817.44	July 2010 .....	\$ 7,314,142.03
December 2006 .....	9,956,360.14	October 2008 .....	8,660,575.15	August 2010 .....	7,253,547.40
January 2007 .....	9,911,203.48	November 2008 .....	8,592,757.75	September 2010 .....	7,193,220.28
February 2007 .....	9,864,546.22	December 2008 .....	8,525,357.53	October 2010 .....	7,133,154.12
March 2007 .....	9,816,406.56	January 2009 .....	8,458,366.78	November 2010 .....	7,073,342.39
April 2007 .....	9,766,804.53	February 2009 .....	8,391,777.90	December 2010 .....	7,013,778.64
May 2007 .....	9,715,762.06	March 2009 .....	8,325,583.33	January 2011 .....	6,954,456.44
June 2007 .....	9,663,302.93	April 2009 .....	8,259,775.55	February 2011 .....	6,895,369.42
July 2007 .....	9,609,452.73	May 2009 .....	8,194,347.12	March 2011 .....	6,836,511.25
August 2007 .....	9,554,238.78	June 2009 .....	8,129,290.66	April 2011 .....	6,777,875.64
September 2007 .....	9,497,690.23	July 2009 .....	8,064,598.82	May 2011 .....	6,719,456.36
October 2007 .....	9,439,837.85	August 2009 .....	8,000,264.33	June 2011 .....	6,661,247.21
November 2007 .....	9,380,714.08	September 2009 .....	7,936,279.96	July 2011 .....	6,603,242.03
December 2007 .....	9,320,352.99	October 2009 .....	7,872,638.56	August 2011 .....	6,545,434.70
January 2008 .....	9,258,790.16	November 2009 .....	7,809,332.99	September 2011 .....	6,487,819.17
February 2008 .....	9,196,062.71	December 2009 .....	7,746,356.19	October 2011 .....	6,430,389.41
March 2008 .....	9,132,209.18	January 2010 .....	7,683,701.16	November 2011 .....	6,373,139.43
April 2008 .....	9,067,269.48	February 2010 .....	7,621,360.95	December 2011 .....	6,316,063.28
May 2008 .....	9,001,284.87	March 2010 .....	7,559,328.63	January 2012 .....	6,259,155.07
June 2008 .....	8,934,297.85	April 2010 .....	7,497,597.36	February 2012 .....	6,202,408.92
July 2008 .....	8,866,352.10	May 2010 .....	7,436,160.33	March 2012 .....	6,145,819.01
August 2008 .....	8,797,492.43	June 2010 .....	7,375,010.80	April 2012 .....	6,089,379.57

***TF Class (Continued)***

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
May 2012 .....	\$ 6,033,084.82	December 2013 .....	\$ 4,677,445.71	July 2015 .....	\$ 2,342,398.42
June 2012 .....	5,976,929.09	January 2014 .....	4,575,540.64	August 2015 .....	2,200,896.56
July 2012 .....	5,920,906.68	February 2014 .....	4,470,823.26	September 2015.....	2,057,984.32
August 2012 .....	5,865,011.97	March 2014 .....	4,363,388.06	October 2015 .....	1,913,715.91
September 2012.....	5,809,239.35	April 2014.....	4,253,326.92	November 2015 .....	1,768,143.94
October 2012 .....	5,753,583.28	May 2014 .....	4,140,729.14	December 2015 .....	1,621,319.44
November 2012 .....	5,698,038.21	June 2014 .....	4,025,681.50	January 2016 .....	1,473,291.89
December 2012 .....	5,642,598.66	July 2014 .....	3,908,268.27	February 2016 .....	1,324,109.29
January 2013 .....	5,582,880.46	August 2014 .....	3,788,571.41	March 2016 .....	1,173,818.18
February 2013 .....	5,518,981.55	September 2014.....	3,666,670.52	April 2016.....	1,022,463.68
March 2013 .....	5,451,034.26	October 2014 .....	3,542,642.89	May 2016 .....	870,089.53
April 2013.....	5,379,167.29	November 2014 .....	3,416,563.65	June 2016 .....	716,738.10
May 2013 .....	5,303,505.85	December 2014 .....	3,288,505.75	July 2016 .....	562,450.50
June 2013 .....	5,224,171.65	January 2015 .....	3,158,540.04	August 2016 .....	407,266.49
July 2013 .....	5,141,283.11	February 2015 .....	3,026,735.35	September 2016.....	251,224.64
August 2013 .....	5,054,955.37	March 2015 .....	2,893,158.45	October 2016 .....	94,362.30
September 2013.....	4,965,300.40	April 2015.....	2,757,874.26	November 2016 and thereafter .....	0.00
October 2013 .....	4,872,427.05	May 2015 .....	2,620,945.73		
November 2013 .....	4,776,441.19	June 2015 .....	2,482,434.00		

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No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$146,844,594**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2006-120**

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## PROSPECTUS SUPPLEMENT

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**Barclays Capital**

**November 3, 2006**

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